2015 ANNUAL REPORT

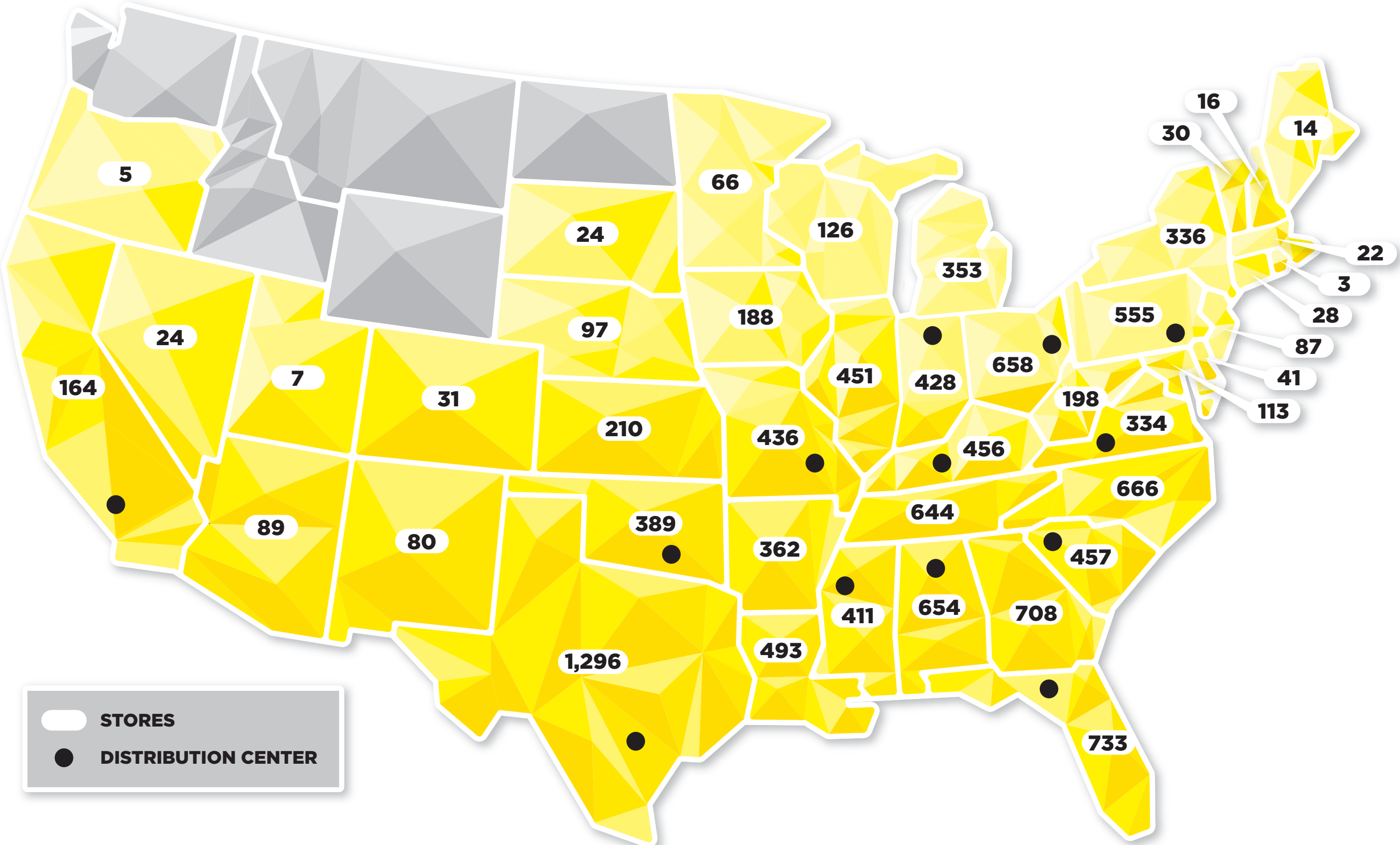
AND 2016 PROXY STATEMENT

DOLLAR GENERAL

12,483

TOTAL STORES | TOTAL STATES: 43

as of January 29, 2016



ABOUT DOLLAR GENERAL

Dollar General Corporation has been delivering value to shoppers for over 75 years. Dollar General helps shoppers Save time. Save money. Every day!® by offering products that are frequently used and replenished, such as food, snacks, health and beauty aids, cleaning supplies, clothing for the family, housewares and seasonal items at low everyday prices in convenient neighborhood locations. With 12,483 stores in 43 states as of January 29, 2016, Dollar General is among the largest discount retailers in the United States. In addition to high quality private brands, Dollar General sells products from America's most-trusted manufacturers such as Procter & Gamble, Kimberly-Clark, Unilever, Kellogg's, General Mills, Nabisco, Hanes, PepsiCo and Coca-Cola.

Learn more about Dollar General and shop online at:

www.dollargeneral.com

Cautionary Language Regarding Forward-Looking Statements: All forward-looking information in this report should be read with, and is qualified in its entirety by, the Cautionary Disclosure Regarding Forward-Looking Statements and the Risk Factors disclosures set forth in the Introduction and in Item 1A, respectively, of the Form 10-K included elsewhere in this report.

The information contained on or connected to our Internet websites is not incorporated by reference into this report and should not be considered part of this or any other report that we file with or furnish to the SEC.

DOLLAR GENERAL®

Save time. Save money. **Every day!**®

TO OUR FELLOW SHAREHOLDERS, CUSTOMERS & EMPLOYEES

This has been a strong year at Dollar General. Despite many changes within the retail landscape throughout 2015, our business continued to drive profitable sales growth, meet the needs of our customers and create long-term shareholder value. I am excited and honored to have been named chief executive officer of Dollar General in June of last year. Our company has a unique culture of ***Serving Others***, a rich history and a very bright future. Our values and our mission of service are at the core of our success. Our business strategies, how we utilize technology and how we serve our customers will continue to evolve as we leverage our competitive advantages. Within the small-box discount retail sector, we have an opportunity to strengthen our leadership position and grow our market share.

2015 was another record year for Dollar General as our associates served millions of customers resulting in over 1.8 billion transactions. We made targeted investments in store labor to improve our in-stock position and implemented merchandising initiatives to improve category management and enhance the overall shopping experience.

Highlights of 2015 Compared to 2014

- Net sales increased by 7.7 percent to $20.4 billion or $226 per square foot.
- Same-stores sales grew 2.8 percent over 2014, marking our 26th consecutive year of same-store sales growth.
- We reported net income of $1.17 billion or $3.95 per diluted share, an increase of 13 percent.
- Cash flow from operations was $1.4 billion, an increase of $63 million.

The refinement of our merchandise offerings and increased utilization of store square footage helped drive increases in both customer traffic and average transaction amount for the 32nd consecutive quarter over prior year quarter. We invested in new store growth, opening 730 new stores in addition to completing our 13th distribution center in San Antonio, Texas. Our ongoing commitment to increasing long-term shareholder value is evidenced by the $1.6 billion return of cash to our shareholders in 2015 through the repurchase of nearly 18 million shares of our common stock and the initiation of a regular quarterly cash dividend.

As CEO, I have had the opportunity to travel throughout the United States visiting both our consumers and our store employees. It is clear to me that our culture of ***Serving Others*** is very meaningful to the local communities and the individuals we employ and serve. In 2015, we partnered with the Dollar General Literacy Foundation, the Dollar General Employee Assistance Foundation, our customers and our vendors to donate over $17.3 million to charitable organizations and individuals in need. Nearly 80 percent of that giving was directed to nonprofit organizations and schools to help improve adult and youth literacy, and with the support of our stores and our customers, we also raised funds for St. Jude Children's Hospital, Autism Speaks and the American Red Cross.

I have a clear vision for the future of Dollar General to strengthen our business and continue on a path of sustainable, profitable growth. We will focus on four key priorities:

1. **Driving profitable sales growth.** To drive profitable sales growth, we will deliver on our brand promise of everyday low prices and will continue to focus on improving our on-shelf availability and customer experience. To a greater degree than we have in past years, our sales-driving category initiatives will be implemented across not just new stores, relocations and remodels, but also to our mature store base. We have ongoing opportunities for gross margin expansion through improvements in inventory shrink reduction, global sourcing, private brands penetration, distribution and transportation efficiencies and non-consumable sales.

2. **Capturing growth opportunities.** Given our strong new store returns, our plan is to open 900 new stores in 2016. We are accelerating our square footage growth with a new store format for all new stores, relocations and remodels. The updated format will allow for an expansion in products we know our customer wants and will provide a more customer-friendly layout including a faster checkout.

3. **Enhancing our position as a low-cost operator.** We have undertaken zero-based budgeting to provide additional flexibility, reinvest savings and drive growth. We are also focused on work elimination to keep the business simple.

4. **Investing in our people as a competitive advantage.** Our strategy is focused on talent selection and employee development through great onboarding, training and open communication. We are committed to helping our employees develop their talents and gain additional skills and experiences to grow their careers at Dollar General. Their success is key to our success as a company.

At Dollar General, we have a business model that is proven and resilient. As a team, I am confident we are well-positioned to drive long-term shareholder value as we look to capture growth opportunities and invest in the future. I thank you for your continued support.

Respectfully,

Todd J. Vasos
CHIEF EXECUTIVE OFFICER
April 8, 2016

Proxy Statement & Meeting Notice

Dollar General Corporation
100 Mission Ridge
Goodlettsville, Tennessee 37072

Dear Fellow Shareholder:

The 2016 Annual Meeting of Shareholders of Dollar General Corporation will be held on Wednesday, May 25, 2016, at 9:00 a.m., Central Time, at Goodlettsville City Hall Auditorium, 105 South Main Street, Goodlettsville, Tennessee. All shareholders of record at the close of business on March 17, 2016 are invited to attend the annual meeting. For security reasons, however, to gain admission to the meeting you may be required to present photo identification and comply with other security measures.

At this year's meeting, you will have an opportunity to vote on the matters described in our accompanying Notice of Annual Meeting of Shareholders and Proxy Statement. Our 2015 Annual Report and our Annual Report on Form 10-K for the fiscal year ended January 29, 2016 also accompany this letter.

Your interest in Dollar General and your vote are very important to us. We encourage you to read the Proxy Statement and vote your proxy as soon as possible so your vote can be represented at the annual meeting. You may vote your proxy via the Internet or telephone, or if you received a paper copy of the proxy materials by mail, you may vote by mail by completing and returning a proxy card.

On behalf of the Board of Directors, thank you for your continued support of Dollar General.

Sincerely,

Michael M. Calbert
Chairman of the Board

April 8, 2016

Dollar General Corporation
100 Mission Ridge
Goodlettsville, Tennessee 37072

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

DATE:	Wednesday, May 25, 2016
TIME:	9:00 a.m., Central Time
PLACE:	Goodlettsville City Hall Auditorium 105 South Main Street Goodlettsville, Tennessee
ITEMS OF BUSINESS:	1) To elect as directors the 8 nominees listed in the proxy statement 2) To ratify the appointment of the independent registered public accounting firm for fiscal 2016 3) To transact any other business that may properly come before the annual meeting and any adjournments of that meeting
WHO MAY VOTE:	Shareholders of record at the close of business on March 17, 2016

By Order of the Board of Directors,

Christine L. Connolly

Goodlettsville, Tennessee
April 8, 2016

Christine L. Connolly
Corporate Secretary

Please vote your proxy as soon as possible even if you expect to attend the annual meeting in person. You may vote your proxy via the Internet or by phone by following the instructions on the notice of internet availability or proxy card, or if you received a paper copy of these proxy materials by mail, you may vote by mail by completing and returning the enclosed proxy card in the enclosed reply envelope. No postage is necessary if the proxy is mailed within the United States. You may revoke your proxy by following the instructions listed on page 3 of the proxy statement.

DOLLAR GENERAL CORPORATION

Proxy Statement for 2016 Annual Meeting of Shareholders

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IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 25, 2016

This Proxy Statement, our 2015 Annual Report and a form of proxy card are available at www.proxyvote.com. You will need your Notice of Internet Availability or proxy card to access the proxy materials.

As permitted by rules adopted by the Securities and Exchange Commission ("SEC"), we are furnishing our proxy materials over the Internet to some of our shareholders. This means that some shareholders will not receive paper copies of these documents. Instead, these shareholders will receive only a Notice of Internet Availability containing instructions on how to access the proxy materials over the Internet. The Notice of Internet Availability also contains instructions on how each of those shareholders can request a paper copy of our proxy materials, including the Proxy Statement, our 2015 Annual Report and a proxy card. Shareholders who do not receive a Notice of Internet Availability will receive a paper copy of the proxy materials by mail, unless they have previously requested delivery of proxy materials electronically. If you received only the Notice of Internet Availability and would like to receive a paper copy of the proxy materials, the notice contains instructions on how you can request copies of these documents.

GENERAL INFORMATION

What is this document?

This document is the Proxy Statement of Dollar General Corporation for the Annual Meeting of Shareholders to be held on Wednesday, May 25, 2016. We will begin mailing printed copies of this document or the Notice of Internet Availability to shareholders on or about April 8, 2016. We are providing this document to solicit your proxy to vote upon certain matters at the annual meeting.

We refer to our company as "we," "us" or "Dollar General." Unless otherwise noted or required by context, "2016," "2015," "2014," "2013," and "2012" refer to our fiscal years ending or ended February 3, 2017, January 29, 2016, January 30, 2015, January 31, 2014, and February 1, 2013, respectively.

What is a proxy, who is asking for it, and who is paying for the cost to solicit it?

A proxy is your legal designation of another person, called a "proxy," to vote your stock. The document that designates someone as your proxy is also called a proxy or a proxy card.

Our directors, officers and employees are soliciting your proxy on behalf of our Board of Directors. Dollar General will pay all solicitation expenses. We will not additionally compensate these persons to solicit your proxy but will reimburse them for any out-of-pocket expenses they incur. We also may reimburse custodians and nominees for their expenses in sending proxy materials to beneficial owners.

Who may attend the annual meeting?

Only shareholders, their proxy holders and our invited guests may attend the meeting. If your shares are registered in the name of a broker, trust, bank or other nominee, you will need to bring a proxy or a letter from that record holder or your most recent brokerage account statement that confirms your ownership of those shares as of March 17, 2016. For security reasons, we also may require photo identification for admission.

Where can I find directions to the annual meeting?

Directions to Goodlettsville City Hall, where we will hold the annual meeting, are posted on the "Investor Information" section of our website located at www.dollargeneral.com.

Will the annual meeting be webcast?

Yes. You are invited to visit the "Conference Calls and Investor Events" section of the "Investor Information" section of our website located at www.dollargeneral.com at 9:00 a.m., Central Time, on May 25, 2016 to access the live webcast of the annual meeting. An archived copy of the webcast will be available on our website for at least 60 days. The information on our website, however, is not incorporated by reference into, and does not form a part of, this proxy statement.

What is Dollar General Corporation and where is it located?

Dollar General has been delivering value to shoppers for over 75 years. Dollar General helps shoppers Save time. Save money. Every day!® by offering products that are frequently used and replenished, such as food, snacks, health and beauty aids, cleaning supplies, clothing for the family, housewares and seasonal items at low everyday prices in convenient neighborhood locations. Dollar General operates 12,575 stores in 43 states as of February 26, 2016. Our principal executive offices are located at 100 Mission Ridge, Goodlettsville, Tennessee 37072. Our telephone number is 615-855-4000.

Where is Dollar General common stock traded?

Our stock is traded on the New York Stock Exchange ("NYSE") under the symbol "DG."

VOTING MATTERS

How many votes must be present to hold the annual meeting?

A quorum, consisting of the presence in person or by proxy of the holders of a majority of shares of our common stock outstanding on March 17, 2016, must exist to conduct any business at the meeting.

What if a quorum is not present at the annual meeting?

If a quorum is not present at the meeting, any officer entitled to preside at or to act as Secretary of the meeting shall have power to adjourn the meeting from time to time until a quorum is present.

What am I voting on?

You will be asked to vote on:

- the election of 8 directors; and
- the ratification of the appointment of our independent registered public accounting firm (the "independent auditor") for 2016.

May other matters be raised at the annual meeting?

We are unaware of other matters to be acted upon at the meeting. Under Tennessee law and our governing documents, no other non-procedural business may be raised at the meeting unless proper notice has been given to shareholders. If other business is properly raised, your proxies have authority to vote as they think best, including to adjourn the meeting.

Who is entitled to vote at the annual meeting?

You may vote if you owned shares of Dollar General common stock at the close of business on March 17, 2016. As of that date, there were 286,669,916 shares of Dollar General common stock outstanding and entitled to vote. Each share is entitled to one vote on each matter.

What is the difference between a "shareholder of record" and a "street name" holder?

You are a "shareholder of record" if your shares are registered directly in your name with Wells Fargo Shareowner Services, our transfer agent. You are a "street name" holder if your shares are held in the name of a brokerage firm, bank, trust or other nominee as custodian.

How do I vote?

If you are a shareholder of record, you may vote your proxy over the telephone or Internet or, if you received printed proxy materials, by marking, signing, dating and returning the printed proxy card in the enclosed envelope. Please refer to the instructions on the Notice of Internet Availability or proxy card, as applicable. Alternatively, you may vote in person at the meeting.

If you are a street name holder, your broker, bank, or other nominee will provide materials and instructions for voting your shares. You may vote in person at the meeting if you obtain and bring to the meeting a legal proxy from your broker, banker, trustee or other nominee giving you the right to vote the shares.

What if I receive more than one Notice of Internet Availability or proxy card?

You will receive multiple Notices of Internet Availability or proxy cards if you hold shares in different ways (e.g., joint tenancy, trusts, custodial accounts, etc.) or in multiple accounts. Street name holders will receive the Notice of Internet Availability or proxy card or other voting information, along with voting instructions, from their brokers. Please vote the shares represented by each Notice of Internet Availability or proxy card you receive to ensure that all your shares are voted.

How will my proxy be voted?

The persons named on the proxy card will vote your proxy as you direct or, if you return a signed proxy card or complete the Internet or telephone voting procedures but do not specify how you want to vote your shares: "FOR" all directors nominated and "FOR" ratification of Ernst & Young LLP as our independent auditor for 2016.

Can I change my mind and revoke my proxy?

Yes. A shareholder of record may revoke a proxy given pursuant to this solicitation by:

- signing a valid, later-dated proxy card and submitting it so that it is received before the annual meeting in accordance with the instructions included in the proxy card;
- at or before the annual meeting, submitting to our Corporate Secretary a written notice of revocation dated later than the date of the proxy;
- submitting a later-dated vote by telephone or Internet no later than 11:59 p.m., Eastern time, on May 24, 2016; or
- attending the annual meeting and voting in person.

Your attendance at the annual meeting, by itself, will not revoke your proxy.

A street name holder may revoke a proxy given pursuant to this solicitation by following the instructions of the bank, broker, trustee or other nominee who holds his or her shares.

How many votes are needed to elect directors?

To be elected at the annual meeting, a nominee must receive the affirmative vote of a majority of votes cast by holders of shares entitled to vote at the meeting. Under our Amended and Restated Charter, the "affirmative vote of a majority of votes cast" means that the number of votes cast in favor of a nominee's election exceeds the number of votes cast against his or her election. You may vote in favor of or against the election of each nominee, or you may elect to abstain from voting your shares.

What happens if a director fails to receive the required vote for election?

An incumbent director who does not receive the required vote for election at the annual meeting must promptly tender a resignation as a director for the Board's consideration pursuant to our Board-approved director resignation policy outlined in our Corporate Governance Guidelines. Each director standing for re-election at the annual meeting has agreed to resign, effective upon the Board's acceptance of such resignation, if he or she does not receive a majority vote. If the Board rejects the offered resignation, the director will continue to serve until the next annual shareholders' meeting and until his or her successor is duly elected or his or her earlier resignation or removal in accordance with our Amended and Restated Bylaws ("Bylaws"). If the Board accepts the offered resignation, the Board, in its sole discretion, may fill the resulting vacancy or decrease the size of the Board.

How many votes are needed to approve other matters?

The proposal to ratify the appointment of our independent auditor for 2016 will be approved if the votes cast in favor of such proposal exceed the votes cast against it.

With respect to this proposal, and any other matter properly brought before the annual meeting, you may vote in favor of or against the proposal, or you may elect to abstain from voting your shares.

What are broker non-votes?

Although your broker is the record holder of any shares that you hold in street name, it must vote those shares pursuant to your instructions. If you do not provide instructions, your broker may exercise discretionary voting power over your shares for "routine" items but not for "non-routine" items. The election of directors is considered to be a non-routine item, while the ratification of the appointment of our independent auditor is considered to be a routine matter.

"Broker non-votes" occur when shares held of record by a broker are not voted on a matter because the broker has not received voting instructions from the beneficial owner and either lacks or declines to exercise the authority to vote the shares in its discretion.

How will abstentions and broker non-votes be treated?

Abstentions and broker non-votes, if any, will be treated as shares that are present and entitled to vote for purposes of determining whether a quorum is present but will not be counted as votes cast either in favor of or against a particular proposal and will have no effect on the outcome of a particular proposal.

Will my vote be confidential?

Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that is intended to protect your voting privacy. Your vote will not be intentionally disclosed either within Dollar General or to third parties, except (1) as necessary to meet applicable legal requirements; (2) in a dispute regarding authenticity of proxies and ballots; (3) in the case of a contested proxy solicitation, if the other party soliciting proxies does not agree to comply with the confidential voting policy; (4) to allow for the tabulation of votes and certification of the vote; (5) to facilitate a successful proxy solicitation; or (6) when a shareholder makes a written comment on the proxy card or otherwise communicates the vote to management.

PROPOSAL 1:
ELECTION OF DIRECTORS

What is the structure of the Board of Directors?

Our Board of Directors must consist of 1 to 15 directors, with the exact number, currently fixed at 8, set by the Board. All directors are elected annually by our shareholders.

Who are the nominees this year?

The nominees for the Board of Directors consist of the 8 current directors. If elected, each nominee would hold office until the 2017 annual meeting of shareholders and until his or her successor is elected and qualified, subject to any earlier resignation or removal. These nominees, their ages at the date of this proxy statement and the calendar year in which they first became a director are listed in the table below.

Name	Age	Director Since
Warren F. Bryant	70	2009
Michael M. Calbert	53	2007
Sandra B. Cochran	57	2012
Patricia D. Fili-Krushel	62	2012
Paula A. Price	54	2014
William C. Rhodes, III	50	2009
David B. Rickard	69	2010
Todd J. Vasos	54	2015

What are the backgrounds of this year's nominees?

Mr. Bryant served as the President and Chief Executive Officer of Longs Drug Stores Corporation, a retail drugstore chain on the West Coast and in Hawaii, from 2002 through 2008 and as its Chairman of the Board from 2003 through his retirement in 2008. Prior to joining Longs Drug Stores, he served as a Senior Vice President of The Kroger Co., a retail grocery chain, from 1999 to 2002. Mr. Bryant is a director of Office Depot, Inc. and Loblaw Companies Limited of Canada and served as a director of OfficeMax Incorporated from 2004 to 2013.

Mr. Calbert has served as our Chairman of the Board since January 30, 2016. He joined KKR & Co. L.P. ("KKR") in January 2000 and was directly involved with several KKR portfolio companies until his retirement in January 2014. Mr. Calbert led the Retail industry team within KKR's Private Equity platform prior to his retirement and served as a consultant to KKR from his retirement until June 2015. Mr. Calbert joined Randall's Food Markets beginning in 1994 and served as the Chief Financial Officer from 1997 until it was sold in September 1999. Mr. Calbert also previously worked as a certified public accountant and consultant with Arthur Andersen Worldwide from 1985 to 1994, where his primary focus was the retail and consumer industry. He previously served as our Chairman of the Board from July 2007 until December 2008 and as our lead director from March 2013 until his re-appointment as our Chairman of the Board in January 2016.

Ms. Cochran has served as a director and as President and Chief Executive Officer of Cracker Barrel Old Country Store, Inc. since September 2011. She joined Cracker Barrel in April 2009 as Executive Vice President and Chief Financial Officer, and was named President and Chief Operating Officer in November 2010. She was previously Chief Executive Officer at book retailer Books-A-Million, Inc. from February 2004 to April 2009. She also served as that company's President (August 1999—February 2004), Chief Financial Officer (September 1993—August 1999) and Vice President of Finance (August 1992—September 1993). Ms. Cochran has over 20 years of experience in the retail industry. Ms. Cochran has served as a director of Lowe's Companies, Inc. since January 2016.

Ms. Fili-Krushel is the former Executive Vice President for NBCUniversal where she served as a strategist and key advisor to the CEO of NBCUniversal from April 2015 to November 2015. She served as Chairman of NBCUniversal News Group, a division of NBCUniversal Media, LLC, composed of NBC News, CNBC, MSNBC and the Weather Channel, from July 2012 until April 2015. She previously served as Executive Vice President of NBCUniversal (January 2011—July 2012) with a broad portfolio of functions reporting to her, including operations and technical services, business strategy, human resources and legal. Prior to NBCUniversal, Ms. Fili-Krushel was Executive Vice President of Administration at Time Warner Inc. (July 2001—December 2010) where her responsibilities included oversight of philanthropy, corporate social responsibility, human resources, worldwide recruitment, employee development and growth, compensation and benefits, and security. Before joining Time Warner in July 2001, Ms. Fili-Krushel had been Chief Executive Officer of WebMD Health Corp. since April 2000. From July 1998 to April 2000, Ms. Fili-Krushel was President of the ABC Television Network, and from 1993 to 1998 she served as President of ABC Daytime. Before joining ABC, she had been with Lifetime Television since 1988. Prior to Lifetime, Ms. Fili-Krushel held several positions with Home Box Office. Before joining HBO, Ms. Fili-Krushel worked for ABC Sports in various positions.

Ms. Price has been Senior Lecturer at Harvard Business School in the Accounting and Management Unit since July 2014. She was Executive Vice President and Chief Financial Officer of Ahold USA from May 2009 until January 2014. At Ahold, which operates more than 700 supermarkets under the Stop & Shop, Giant and Martin's names as well as the Peapod online grocery delivery service, Ms. Price was responsible for finance, accounting and shared services, strategic planning, real estate development, store format and construction, and information technology. Before joining Ahold, she was the Senior Vice President, Controller and Chief Accounting Officer at CVS Health Corporation (formerly CVS Caremark Corporation) from July 2006 until August 2008. Earlier in her career, Ms. Price served as the Chief Financial Officer for the Institutional Trust Services division of JPMorgan Chase (from August 2002 until September 2005), and held several other senior management positions in the U.S. and the U.K. in the financial services and consumer packaged goods industries. A certified public accountant, she began her career at Arthur Andersen & Co. Ms. Price has also served as a director of Accenture plc since May 2014 and Western Digital Corporation since July 2014 and served as a director of Charming Shoppes, Inc. (Lane Bryant, Catherine's, Fashion Bug, Cacique and Figi's brands) from March 2011 until it was sold in June 2012.

Mr. Rhodes was elected Chairman of AutoZone, Inc., a specialty retailer and distributor of automotive replacement parts and accessories, in June 2007. He has served as President and Chief Executive Officer and as a director of AutoZone since 2005. Prior to his appointment as President and Chief Executive Officer, Mr. Rhodes was Executive Vice President—Store Operations and Commercial. Prior to 2004, he had been Senior Vice President—Supply Chain and Information Technology since 2002, and prior thereto had been Senior Vice President—Supply Chain since 2001. Prior to that time, he served in various capacities with AutoZone since 1994, including Vice President—Stores in 2000, Senior Vice President—Finance and Vice President—Finance in 1999, and Vice President—Operations Analysis and Support from 1997 to 1999. Prior to 1994, Mr. Rhodes was a manager with Ernst & Young LLP.

Mr. Rickard served as the Executive Vice President, Chief Financial Officer and Chief Administrative Officer of CVS Health Corporation (formerly CVS Caremark Corporation), a retail pharmacy chain and provider of healthcare services and pharmacy benefits management, from September 1999 until his retirement in December 2009. Prior to joining CVS, Mr. Rickard was the Senior Vice President and Chief Financial Officer of RJR Nabisco Holdings Corporation from March 1997 to August 1999. Previously, he was Executive Vice President of International Distillers and Vintners Americas. Mr. Rickard is a director of Harris Corporation and Jones Lang LaSalle Incorporated.

Mr. Vasos has served as Chief Executive Officer and a member of our Board since June 3, 2015. He joined Dollar General in December 2008 as Executive Vice President, Division President and Chief Merchandising Officer. He was promoted to Chief Operating Officer in November 2013. Prior to joining Dollar General, Mr. Vasos served in executive positions with Longs Drug Stores Corporation for seven years, including Executive Vice President and Chief Operating Officer (February 2008 through November 2008) and Senior Vice President and Chief Merchandising Officer (2001—2008), where he was responsible for all pharmacy and front-end marketing, merchandising, procurement, supply chain, advertising, store development, store layout and space allocation, and the operation of three distribution centers. He also previously served in leadership positions at Phar-Mor Food and Drug Inc. and Eckerd Corporation.

How are directors identified and nominated?

All nominees for election as directors at the annual meeting currently serve on our Board of Directors and were nominated by the Board for election or re-election, as applicable, upon the recommendation of the Nominating and Governance Committee (the "Nominating Committee"). The Nominating Committee is responsible for identifying, evaluating and recommending director candidates, while our Board is responsible for nominating the director slate for election at the annual meeting.

The Nominating Committee's charter and our Corporate Governance Guidelines require the Nominating Committee to consider candidates submitted by our shareholders in accordance with the notice provisions of our Bylaws (see "Can shareholders nominate directors?" below) and to apply the same criteria to the evaluation of those candidates as it applies to other director candidates. The Nominating Committee also may use a variety of other methods to identify potential director candidates, such as recommendations by our directors, management, or third-party search firms.

Our employment agreement with Mr. Vasos requires the Board or a duly authorized committee of the Board to nominate him to serve as a member of our Board each year that he is slated for re-election to the Board. Our failure to do so could give rise to a claim for breach of contract and may constitute good reason for employment termination by Mr. Vasos under the employment agreement.

How are nominees evaluated; what are the minimum qualifications?

Subject to Mr. Vasos's employment agreement discussed above, the Nominating Committee is charged with recommending to the Board of Directors only those candidates that it believes are qualified to serve as Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and who have not achieved the age of 76, unless the Board has approved an exception to this limit on a case by case basis. If a waiver is granted, it will be reviewed annually.

We have a written policy to endeavor to achieve a mix of Board members that represent a diversity of background and experience in areas that are relevant to our business. To implement this policy, the Committee assesses diversity by evaluating each candidate's individual qualifications in the context of how that candidate would relate to the Board as a whole and also considers more traditional concepts of diversity. The Committee periodically assesses the effectiveness of this policy by considering whether the Board as a whole represents such diverse experience and composition and by recommending to the Board changes to the criteria for selection of new directors as appropriate. The Committee recommends candidates, including those submitted by shareholders, only if it believes the candidate's knowledge, experience and expertise would strengthen the Board and that the candidate is committed to representing the long-term interests of all Dollar General shareholders.

Proxy

The Nominating Committee assesses a candidate's independence, background and experience, as well as the current Board's skill needs and diversity. With respect to incumbent directors considered for re-election, the Committee also assesses each director's meeting attendance record and suitability for continued service. In addition, the Committee determines that all nominees are in a position to devote an adequate amount of time to the effective performance of director duties and possess the following characteristics: integrity and accountability, informed judgment, financial literacy, a cooperative approach, a record of achievement, loyalty, and the ability to consult with and advise management.

What particular experience, qualifications, attributes or skills led the Board of Directors to conclude that each nominee should serve as a director of Dollar General?

Our Board of Directors believes that each of the nominees can devote an adequate amount of time to the effective performance of director duties and possesses the minimum qualifications identified above. The Board has determined that the nominees, as a whole, complement each other, meet the Board's skill needs, and represent diverse experience at policy-making levels in areas relevant to our business. The Board also considered the following in determining that the nominees should serve as directors of Dollar General:

Mr. Bryant has over 40 years of retail experience, including experience in marketing, merchandising, operations and finance. His substantial experience in leadership and policy-making roles at other retail companies, together with his current and former experience as a board member for certain other retailers, provides him with an extensive understanding of our industry, as well as with valuable executive management skills and the ability to effectively advise our CEO.

Mr. Calbert has considerable experience in managing private equity portfolio companies and is familiar with corporate finance and strategic business planning activities. As the former head of KKR's Retail industry team, Mr. Calbert has a strong background and extensive experience in advising and managing companies in the retail industry, including evaluating business strategies, financial plans and structures, and management teams. His former service on the board of directors of Academy, Ltd., Pets at Home Group Plc., Shoppers Drug Mart Corporation, Toys "R" Us, Inc. and US Foods, Inc. further strengthens his knowledge and experience within the retail industry. Mr. Calbert also has a significant financial and accounting background evidenced by his prior experience as the chief financial officer of a retail company and his 10 years of practice as a certified public accountant.

Ms. Cochran brings over 20 years of retail experience to Dollar General as a result of her current and former roles at Cracker Barrel Old Country Store and her former roles at Books-A-Million. This experience allows her to provide additional support and perspective to our CEO and our Board. In addition, Ms. Cochran's industry and executive experience provides leadership, consensus-building, strategic planning, risk management and budgeting skills. Ms. Cochran also has significant financial experience, having served as the chief financial officer of two public companies and as vice president, corporate finance of SunTrust Securities, Inc., and our Board has determined that she qualifies as an audit committee financial expert.

Ms. Fili-Krushel's background increases the breadth of experience of our Board as a result of her extensive executive experience overseeing the business strategy, philanthropy, corporate social responsibility, human resources, recruitment, employee growth and development, compensation and benefits, and legal functions at large public companies in the media industry. In addition, her understanding of consumer behavior based on her knowledge of viewership patterns and preferences provides additional perspective to our Board in understanding our customer base.

Ms. Price brings broad experience across finance, general management and strategy gained from her service in senior executive and management positions at major corporations across several industries, including as Chief Financial Officer of Ahold USA before her retirement in 2014. Ms. Price's numerous years of experience as a certified public accountant, former chief financial officer and former chief accounting officer provide our Board with valuable experience and insight into accounting and finance matters, and consequently, our Board has determined that Ms. Price is an audit committee financial expert. She also brings to our Board a valuable perspective as a member of the faculty at Harvard Business School and from her service as a board member of several public companies.

Mr. Rhodes has over 20 years of experience in the retail industry, including extensive experience in operations, supply chain and finance, among other areas. This background serves as a strong foundation for offering invaluable perspective and expertise to our CEO and our Board. In addition, his experience as a board chairman and chief executive officer of a public retail company provides leadership, consensus-building, strategic planning and budgeting skills, as well as extensive understanding of both short- and long-term issues confronting the retail industry. Mr. Rhodes also has a strong financial background.

Mr. Rickard held senior management and executive positions for much of his 38 years in the corporate world. He has significant retail experience and a diverse retail industry background, including previous experience serving on the board of another retail company. He also has an extensive financial and accounting background, having served as the chief financial officer of two public companies, including a large retailer. As a result, our Board has determined that Mr. Rickard is an audit committee financial expert and has elected him to serve as the Chairman of the Audit Committee. Mr. Rickard's financial experience within the retail industry also brings expertise and perspective to our Board's discussions regarding strategic planning and budgeting.

Mr. Vasos has extensive retail experience, including over seven years with Dollar General. His experience overseeing the merchandising, operations, marketing, advertising, procurement, supply chain, store development, store layout and space allocation functions of other retail companies bolsters Mr. Vasos's thorough understanding of all key areas of our business. In addition, Mr. Vasos's service in leadership and policy-making positions of other retail companies has provided him with the necessary leadership skills to effectively guide and oversee the direction of Dollar General and with the consensus-building skills required to lead our management team.

Acting upon the Nominating Committee's recommendation, and after concluding that these nominees possess the appropriate experience, qualifications, attributes and skills, our Board has unanimously nominated these individuals to be elected by our shareholders at our annual meeting.

Can shareholders nominate directors?

Yes. Shareholders can nominate directors by following the procedures outlined in our Bylaws. In short, the shareholder must deliver a written notice to our Corporate Secretary at 100 Mission Ridge, Goodlettsville, TN 37072 for receipt no earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the prior year's annual meeting. However, if the meeting is held more than 30 days before or more than 60 days after such anniversary date, the notice must be received no earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the date of such annual meeting. If the first public announcement of the annual meeting date is less than 100 days prior to the date of such annual meeting, the notice must be received by the 10th day following the public announcement date.

The notice must contain all information required by our Bylaws about the shareholder proposing the nominee and about the nominee, which generally includes:

- the nominee's name, age, business and residence addresses, and principal occupation or employment;
- the class and number of shares of Dollar General common stock beneficially owned by the nominee and by the shareholder proposing the nominee;
- any other information relating to the nominee that is required to be disclosed in proxy solicitations with respect to nominees for election as directors pursuant to Regulation 14A of the Securities Exchange Act of 1934 (including the nominee's written consent to being named in the proxy statement as a nominee and to serving as a director, if elected);
- the name and address of the shareholder proposing the nominee as they appear on our record books, and the name and address of the beneficial holder (if applicable);
- any other interests of the proposing shareholder or the proposing shareholder's immediate family in the securities of Dollar General, including interests the value of which is based on increases or decreases in the value of securities of Dollar General or the payment of dividends by Dollar General;
- a description of all compensatory arrangements or understandings between the proposing shareholder and each nominee; and
- a description of all arrangements or understandings between the proposing shareholder and each nominee and any other person pursuant to which the nomination is to be made by the shareholder.

You should consult our Bylaws, posted on the "Investor Information—Corporate Governance" section of our website located at www.dollargeneral.com, for more detailed information regarding the process by which shareholders may nominate directors, as the information above is a summary only. No shareholder nominees have been proposed for this year's annual meeting.

What if a nominee is unwilling or unable to serve?

That is not expected to occur. If it does, the persons designated as proxies on the proxy card are authorized to vote your proxy for a substitute designated by our Board of Directors.

Are there any familial relationships between any of the nominees?

There are no familial relationships between any of the nominees or between any of the nominees and any of our executive officers.

What does the Board of Directors recommend?

Our Board unanimously recommends that you vote **FOR** the election of each of the director nominees.

CORPORATE GOVERNANCE

Does the Board of Directors have standing Audit, Compensation and Nominating Committees?

Yes. Our Board of Directors has a standing Audit Committee, Compensation Committee and Nominating Committee. The Board has adopted a written charter for each of these committees, which are available on the "Investor Information—Corporate Governance" section of our website located at www.dollargeneral.com. Current information regarding each of these committees is set forth below.

Name of Committee & Members	Committee Functions
AUDIT: Mr. Rickard, Chairman Mr. Bryant Ms. Cochran Ms. Price	• Selects the independent auditor • Discusses with management the qualifications and experience of the lead audit partner candidate(s) (the committee's Chairman also interviews the lead director candidate(s)) • Pre-approves the independent auditor's audit engagement fees and terms and all permitted non-audit services and fees • Reviews an annual report describing the independent auditor's internal quality control procedures and any material issues raised by its most recent review of internal quality controls • Annually evaluates the independent auditor's qualifications, performance and independence, annually evaluates the lead audit partner, and periodically considers whether there should be a regular rotation of such firm • Discusses the audit scope and any audit problems or difficulties • Sets policies regarding the hiring of current and former employees of the independent auditor • Discusses the annual audited and quarterly unaudited financial statements with management and the independent auditor • Discusses types of information to be disclosed in earnings press releases and provided to analysts and rating agencies • Discusses policies governing the process by which risk assessment and risk management are to be undertaken • Reviews CEO/CFO disclosures regarding any significant deficiencies or material weaknesses in our internal control over financial reporting • Reviews internal audit activities, projects and budget • Establishes procedures for receipt, retention and treatment of complaints we receive regarding accounting or internal controls • Discusses with our general counsel legal matters having an impact on financial statements • Performs an annual self-evaluation • Furnishes the committee report required in our proxy statement • Evaluates and makes recommendations concerning shareholder proposals relating to matters within the committee's expertise • Periodically reviews and reassesses the committee's charter

Name of Committee & Members	Committee Functions
COMPENSATION: Mr. Bryant, Chairman Ms. Fili-Krushel Mr. Rhodes	• Reviews and approves corporate goals and objectives relevant to the compensation of our CEO • Determines the compensation of our executive officers (subject, in the case of the CEO's compensation, to ratification by the independent directors) and recommends the compensation of our directors to the Board for approval • Recommends, when appropriate, changes to our compensation philosophy and principles • Establishes our short-term incentive compensation program for senior officers • Establishes our long-term incentive compensation program and approves equity-based awards under such program • Oversees the share ownership guidelines and holding requirements for Board members and senior officers • Oversees the process for evaluating our senior officers • Reviews and discusses with management, prior to the filing of the proxy statement, the disclosure regarding executive compensation, including the Compensation Discussion and Analysis and compensation tables (in addition to preparing a report on executive compensation for the proxy statement) • Selects and determines the fees of its compensation consultant • Oversees and evaluates the independence of its compensation consultant and other advisors • Performs an annual self-evaluation • Evaluates and makes recommendations concerning shareholder proposals relating to matters within the committee's expertise • Periodically reviews and reassesses the committee's charter
NOMINATING AND GOVERNANCE: Mr. Rhodes, Chairman Ms. Cochran Ms. Fili-Krushel	• Develops and recommends criteria for selecting new directors • Screens and recommends to our Board individuals qualified to become members of our Board • Recommends the structure and membership of Board committees • Recommends persons to fill Board and committee vacancies • Develops and recommends Corporate Governance Guidelines and corporate governance practices • Oversees the process governing the annual evaluation of the Board and its individual members • Performs an annual self-evaluation • Evaluates and makes recommendations concerning shareholder proposals relating to matters within the committee's expertise • Periodically reviews and reassesses the committee's charter

Does Dollar General have an audit committee financial expert serving on its Audit Committee?

Yes. Our Board has designated each of Mr. Rickard, Ms. Cochran and Ms. Price as an audit committee financial expert and has determined that each is independent as defined in NYSE listing standards and in our Corporate Governance Guidelines. Such experts have the same responsibilities as the other Audit Committee members. They are not our auditors or accountants, do not perform "field work" and are not employees. The SEC has determined that designation as an audit committee financial expert will not cause a person to be deemed to be an "expert" for any purpose.

How often did the Board and its committees meet in 2015?

During 2015, our Board, Audit Committee, Compensation Committee and Nominating Committee met 10, 5, 6 and 4 times, respectively. Each incumbent director attended at least 75% of the total of all meetings of the Board and all committees on which he or she served which were held during the period for which he or she was a director and a member of each applicable committee.

What is Dollar General's policy regarding Board member attendance at the annual meeting?

Our Board of Directors has adopted a policy that all directors should attend annual shareholders' meetings unless attendance is not feasible due to unavoidable circumstances. All persons serving as Board members at the time attended the 2015 annual shareholders' meeting.

Does Dollar General combine the positions of Chairman and CEO?

No. As part of the transition of the CEO role from Mr. Richard W. Dreiling to Mr. Vasos in June 2015, the Board separated the positions of Chairman and CEO, and Mr. Dreiling continued to serve in the Chairman position until January 2016. Following Mr. Dreiling's tenure as Chairman, and to afford Mr. Vasos the opportunity to focus his time and energy on managing our business, the Board determined to continue to separate the positions of Chairman and CEO and appointed Mr. Calbert, an independent director and the lead director at the time, to the Chairman role effective January 30, 2016. This decision further allows our Chairman to devote his time and attention to matters of Board oversight and governance. The Board recognizes that no single leadership model is right for all companies and at all times, and the Board will review its leadership structure as appropriate to ensure it continues to be in the best interests of Dollar General and our shareholders.

To further promote effective independent Board leadership, the Board has adopted a number of additional governance practices, including:

- Ensuring opportunity after each regularly scheduled Board meeting for executive sessions of the independent directors and, if not all non-management directors are independent, of the non-management directors. Mr. Calbert, as Chairman and formerly as lead director, presides over such executive sessions.
- Conducting annual performance evaluations of the CEO.
- Conducting annual Board and committee performance self-evaluations by the Board and each standing committee.

Does the Board of Directors evaluate the performance of Board members?

Yes. The Nominating Committee is responsible for overseeing the evaluation of the Board of Directors. As part of this responsibility, in addition to approving an evaluation process to be followed for the Board and each standing committee, the Nominating Committee encourages our directors to provide candid feedback on any member of the Board to the Chairman of the Nominating Committee or the Chairman of the Board. The Chairman of the Nominating Committee and the Chairman of the

Board meet at least annually to review all such feedback and any other information related to the performance of our Board members and to discuss what, if any, response or other follow-up action is appropriate and in Dollar General's best interests.

What is the Board of Director's role in risk oversight?

Our Board of Directors and its committees have an important role in our risk oversight process. Our Board regularly reviews with management our financial and business strategies, including relevant material risks as appropriate. Our General Counsel also periodically provides information to the Board regarding our insurance coverage and programs as well as litigation risks.

The Audit Committee discusses our policies with respect to risk assessment and risk management, primarily through oversight of our enterprise risk management program. Our Internal Audit department coordinates that program, which entails review and documentation of our comprehensive risk management practices. The program evaluates internal and external risks, identifies mitigation strategies, and assesses the remaining residual risk. The program is updated through interviews with senior management and our Board, review of strategic initiatives, evaluation of the fiscal budget, review of upcoming legislative or regulatory changes, review of certain internal metrics and review of other outside information concerning business, financial, legal, reputational, and other risks. The results are presented to the Audit Committee at least annually. Quarterly, the categories with high residual risk, along with their mitigation strategies, are reviewed individually. Our Audit Committee also quarterly reviews metrics and information pertaining to information security risks and mitigation.

Our Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation program. As discussed under "Executive Compensation—Compensation Risk Considerations" below, the Compensation Committee also participates in periodic assessments of the risks relating to our overall compensation programs.

While the Audit Committee and the Compensation Committee oversee the risk areas identified above, the entire Board is regularly informed about risks through the committee reporting process. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships. Our Board believes this division of risk management responsibilities effectively addresses the material risks facing Dollar General. Accordingly, the risk oversight role of our Board and its committees has not had any effect on our Board's leadership structure.

Does Dollar General have a management succession plan?

Yes. Our Corporate Governance Guidelines require our Board of Directors to coordinate with our CEO to ensure that a formalized process governs long-term management development and succession. Our Board formally reviews our management succession plan at least annually. Our comprehensive program encompasses not only our CEO and other executive officers but all employees through the front-line supervisory level. The program focuses on key succession elements, including identification of potential successors for positions where it has been determined that internal succession is appropriate, assessment of each potential successor's level of readiness, and preparation of individual growth and development plans. With respect to CEO succession planning, our long-term business strategy is also considered. In addition, we maintain at all times, and review with the Board periodically, a confidential procedure for the timely and efficient transfer of the CEO's responsibilities in the event of an emergency or his sudden incapacitation or departure.

Are there share ownership guidelines and holding requirements for Board members and senior officers?

Yes. Details of our share ownership guidelines and holding requirements for Board members and senior officers are included in our Corporate Governance Guidelines. See "Compensation Discussion and Analysis" and "Director Compensation" for more information on such ownership guidelines and holding requirements for senior officers and Board members, respectively.

How can I communicate with the Board of Directors?

Our Board-approved process for security holders and other interested parties to contact the Board of Directors, a particular director, or the non-management directors or the independent directors as a group is described on www.dollargeneral.com under "Investor Information—Corporate Governance."

Where can I find more information about Dollar General's corporate governance practices?

Our governance-related information is posted on www.dollargeneral.com under "Investor Information—Corporate Governance," including our Corporate Governance Guidelines, Code of Business Conduct and Ethics, the charter of each of the Audit Committee, the Compensation Committee and the Nominating Committee, and the name(s) of the persons chosen to lead the executive sessions of the non-management directors and of the independent directors. This information is available in print to any shareholder who sends a written request to: Investor Relations, Dollar General Corporation, 100 Mission Ridge, Goodlettsville, TN 37072.

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DIRECTOR COMPENSATION

The following table and text summarize the compensation earned by or paid to each of our non-employee Board members for 2015. Messrs. Dreiling and Vasos were not separately compensated for their service on the Board; their executive compensation is discussed under "Executive Compensation" below. We have omitted the columns pertaining to non-equity incentive plan compensation and change in pension value and nonqualified deferred compensation earnings because they are inapplicable.

Fiscal 2015 Director Compensation

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards ($)(3)	All Other Compensation ($)(4)	Total ($)
Warren F. Bryant	111,000	121,591	—	2,961	235,552
Michael M. Calbert	110,000	121,591	—	3,625	235,216
Sandra B. Cochran	88,000	121,591	—	2,371	211,962
Patricia D. Fili-Krushel	91,000	121,591	—	2,277	214,868
Paula A. Price	85,000	121,591	—	1,753	208,344
William C. Rhodes, III	103,000	121,591	—	2,127	226,718
David B. Rickard	107,500	121,591	—	4,116	233,207

(1) In addition to the annual Board retainer, the following directors were paid for the following number of excess meetings: Mr. Bryant (4); Ms. Cochran (2); Ms. Fili-Krushel (4); and Mr. Rhodes (2). Messrs. Bryant, Rhodes and Rickard also received an annual retainer for service as the Chairman of the Compensation Committee, the Nominating Committee and the Audit Committee, respectively, and Mr. Calbert received an annual retainer for service as the Lead Director. Mr. Calbert deferred all of his fiscal 2015 fees under the Non-Employee Director Deferred Compensation Plan discussed below.

(2) Represents the grant date fair value of restricted stock units ("RSUs") awarded to each director on May 27, 2015, computed in accordance with FASB ASC Topic 718. Information regarding assumptions made in the valuation of these awards is included in Note 10 of the annual consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended January 29, 2016, filed with the SEC on March 22, 2016 (our "2015 Form 10-K"). As of January 29, 2016, each of the persons listed in the table above had the following total unvested RSUs outstanding (including additional RSUs credited as a result of dividend equivalents earned with respect to the RSUs): each of Messrs. Bryant, Calbert, Rhodes and Rickard and Ms. Fili-Krushel (2,609); Ms. Cochran (2,977); and Ms. Price (2,277).

(3) There were no stock options awarded to any director listed in the table above during fiscal 2015, as the Board chose to eliminate stock option awards as part of director compensation beginning in fiscal 2015. As of January 29, 2016, each of the persons listed in the table above had the following total unexercised stock options outstanding (whether or not then exercisable): each of Messrs. Bryant, Calbert and Rhodes (21,756); Ms. Cochran (13,120); Ms. Fili-Krushel (12,892); Ms. Price (4,795); and Mr. Rickard (21,513).

(4) Represents the dollar value of dividends paid, accumulated or credited on unvested RSUs. Perquisites and personal benefits, if any, totaled less than $10,000 per director and therefore are not included in the table.

We do not compensate for Board service any director who also serves as our employee. We will reimburse directors for certain fees and expenses incurred in connection with continuing education seminars and for travel and related expenses related to Dollar General business.

Each non-employee director will receive payment (prorated as applicable) for a fiscal year in quarterly installments of the following cash compensation, as applicable, along with an annual award of RSUs, payable in shares of our common stock, under our Amended and Restated 2007 Stock Incentive Plan having the following estimated value:

Fiscal Year	Board Retainer ($)	Lead Director Retainer ($)	Audit Committee Chairman Retainer ($)	Compensation Committee Chairman Retainer ($)	Nominating Committee Chairman Retainer ($)	Per Meeting Fee for Meetings Attended in Excess of 16 During FY ($)	Estimated Value of Equity Award ($)
2015	85,000	25,000	22,500	20,000	15,000	1,500	125,000
2016	85,000	N/A(1)	22,500	20,000	15,000	1,500	135,000

(1) Because the Chairman of the Board is an independent director, we do not intend to re-appoint a lead director in fiscal 2016. In lieu of an additional cash retainer for this service, the Chairman of the Board will receive an annual Chairman retainer delivered in the form of RSUs, payable in shares of our common stock under our Amended and Restated 2007 Stock Incentive Plan and scheduled to vest on the first anniversary of the grant date, subject to certain accelerated vesting conditions, having an estimated value of $200,000.

The RSUs are awarded annually to those non-employee directors who are elected or re-elected at the shareholders' meeting and to any new director appointed after the annual shareholders' meeting but before February 1 of a given year. Beginning with the 2015 award, the RSUs are scheduled to vest on the first anniversary of the grant date subject to full acceleration of vesting upon death, disability (as defined in the applicable award agreement) or voluntary departure from the Board. Directors may elect to defer receipt of shares underlying the RSUs.

These fees and equity award values and the mix of equity, including the changes in director compensation identified below, were recommended each year by the Compensation Committee, and approved by the Board, after taking into account market benchmarking data, Meridian's recommendations, the input of the CEO and the Chief People Officer (with respect to 2015 and prior years) and, for the additional equity award to the Chairman in 2016, the amount of time anticipated to be devoted to the mentoring of a new CEO. Although the Committee may solicit and consider the input of our CEO and our Chief People Officer, it and the Board retain and exercise ultimate decision-making authority regarding director compensation.

As a result of such considerations, (1) as previously disclosed, the equity mix was changed beginning in 2015 to deliver all of the equity value in RSUs as opposed to the 2014 equity mix which consisted of 60% stock options and 40% RSUs; and (2) the estimated value of the equity award was increased beginning in fiscal 2016.

Up to 100% of cash fees earned for Board services in a fiscal year may be deferred under the Non-Employee Director Deferred Compensation Plan. Benefits are payable upon separation from service in the form, as elected by the director at the time of deferral, of a lump sum distribution or monthly payments for 5, 10 or 15 years. Participating directors can direct the hypothetical investment of deferred fees into funds identical to those offered in our 401(k) Plan and will be credited with the deemed investment gains and losses. The amounts deferred, along with deemed investment gains and losses, are credited to a liability account. The amount of the benefit will vary depending on the fees the director has deferred and the deemed investment gains and losses. Benefits upon death are payable to the director's named beneficiary. In the event of a director's disability (as defined in the Non-Employee

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Director Deferred Compensation Plan), the unpaid benefit will be paid in a lump sum. Participant deferrals are not contributed to a trust, and all benefits are paid from Dollar General's general assets.

Our non-employee directors are subject to share ownership guidelines, expressed as a multiple of the annual cash retainer payable for service on our Board, and holding requirements. The current ownership guideline is 5 times (increased from a multiple of 4 times in December 2015). At least 1 times such annual cash retainer should be acquired prior to or as soon as practicable after joining the Board, and the remainder should be acquired within 5 years of election to the Board. When the ownership guideline is increased, incumbent non-employee directors are allowed an additional year to acquire the incremental multiple. Each non-employee director is required to retain ownership of 50% of all net after-tax shares granted by Dollar General until he or she reaches the share ownership target. Please see our Corporate Governance Guidelines for additional information. Administrative details pertaining to these matters are established by the Compensation Committee.

DIRECTOR INDEPENDENCE

Is Dollar General subject to the NYSE governance rules regarding director independence?

Yes. A majority of our directors must be independent in accordance with the independence requirements set forth in the NYSE listing standards. In addition, the Audit Committee, the Compensation Committee and the Nominating Committee must be composed solely of independent directors to comply with such listing standards and, in the case of the Audit Committee, with SEC rules. The NYSE listing standards define specific relationships that disqualify directors from being independent and further require that for a director to qualify as "independent," the Board must affirmatively determine that the director has no material relationship with Dollar General. The SEC's rules and the NYSE listing standards contain separate definitions of independence for members of audit committees and compensation committees, respectively.

How does the Board of Directors determine director independence?

The Board of Directors affirmatively determines the independence of each director and director nominee in accordance with guidelines it has adopted, which include all elements of independence set forth in the NYSE listing standards and SEC rules as well as certain Board-adopted categorical independence standards. These guidelines are contained in our Corporate Governance Guidelines, which are posted on the "Investor Information—Corporate Governance" section of our website located at www.dollargeneral.com.

The Board first considers whether any director or nominee has a relationship covered by the NYSE listing standards that would prohibit an independence finding for Board or committee purposes. The Board then analyzes any relationship of the remaining eligible directors and nominees with Dollar General or our management that falls outside the parameters of the Board's separately adopted categorical independence standards to determine whether or not that relationship is material. The Board may determine that a director or nominee who has a relationship outside such parameters is nonetheless independent because the relationship is not considered to be material. Any director who has a material relationship with Dollar General or its management is not considered to be independent. Absent special circumstances, the Board does not consider or analyze any relationship that falls within the parameters of the Board's separately adopted categorical independence standards.

Are all of the directors and nominees independent?

No. Our Board of Directors consists of Warren F. Bryant, Michael M. Calbert, Sandra B. Cochran, Patricia D. Fili-Krushel, Paula A. Price, William C. Rhodes, David B. Rickard and Todd J. Vasos. Messrs. Rickard and Bryant and Mss. Cochran and Price serve on our Audit Committee, Messrs. Bryant and Rhodes and Ms. Fili-Krushel serve on our Compensation Committee, and Mr. Rhodes and Mss. Cochran and Fili-Krushel serve on our Nominating Committee. Richard W. Dreiling served on our Board and as its Chairman through January 29, 2016.

Our Board has affirmatively determined that Messrs. Bryant, Calbert, Rhodes and Rickard and Mss. Cochran, Fili-Krushel and Price, but not Messrs. Dreiling and Vasos, are independent from our management under both the NYSE listing standards and our additional standards. Except as described below, any relationship between an independent director and Dollar General or our management fell within the Board-adopted categorical standards and, accordingly, was not reviewed or considered by our Board. The Board has also determined that the current members of the Audit Committee, the Compensation Committee and the Nominating Committee meet the independence requirements for membership on those committees set forth in the NYSE listing standards, our additional standards and, as to the Audit Committee, SEC rules.

In reaching the determination that Ms. Cochran is independent, the Board considered that Ms. Cochran's brother, Stephen Brophy, had served as a non-executive vice president of Dollar General from 2009 until October 2015 and as a non-officer level employee since October 2015. For 2015, Mr. Brophy earned from Dollar General total cash compensation (comprised of his base salary and bonus compensation) of less than $325,000 and received an annual equity award consisting of 3,583 non-qualified stock options, a target award of 433 performance share units, or "PSUs" (452 PSUs were ultimately earned as a result of our adjusted EBITDA and adjusted ROIC performance), and 433 RSUs. In March 2016, Mr. Brophy received an annual equity award consisting of 1,958 non-qualified stock options, a target award of 224 PSUs, and 224 RSUs. All equity awards were granted on terms consistent with the annual equity awards received by all Dollar General employees at the same job grade level as Mr. Brophy and on terms substantially similar to the forms of award agreements on file with the SEC. We expect Mr. Brophy's total cash compensation for 2016 to not exceed $270,000.

Mr. Brophy also is eligible to participate in employee benefits plans and programs available to our other full-time employees. Ms. Cochran does not participate in any decision-making related to Mr. Brophy's compensation or performance evaluations. Mr. Brophy's cash compensation and equity awards were approved by the Compensation Committee pursuant to our related-party transactions approval policy.

TRANSACTIONS WITH MANAGEMENT AND OTHERS

Does the Board of Directors have a related-party transactions approval policy?

Yes. Our Board of Directors has adopted a written policy for the review, approval or ratification of "related party" transactions. A "related party" for this purpose includes our directors, director nominees, executive officers and greater than 5% shareholders, and any of their immediate family members, and a "transaction" includes one in which (1) the total amount may exceed $120,000, (2) Dollar General is a participant, and (3) a related party will have a direct or indirect material interest (other than as a director or a less than 10% owner of another entity, or both).

The policy requires prior Board approval for all known related party transactions, subject to certain exceptions identified below. In addition, at least annually after receiving a list of immediate family members from our directors and executive officers, relevant internal departments determine whether any transactions were unknowingly entered into with a related party and the Board is presented with a list of such transactions, subject to certain exceptions identified below, for review. The related party may not participate in any discussion or approval of the transaction and must provide to the Board all material information concerning the transaction.

Each of our Chairman and our CEO is authorized to approve a related party transaction in which he is not involved if the total anticipated amount is less than $1 million and he informs the Board of the transaction. In addition, the transactions below are deemed pre-approved without Board review or approval:

- Transactions involving a total amount that does not exceed the greater of $1 million or 2% of the entity's annual consolidated revenues (total consolidated assets in the case of a lender) if no related party who is an individual participates in the actual provision of services or goods to, or negotiations with, us on the entity's behalf or receives special compensation or benefit as a result.
- Charitable contributions if the total amount does not exceed 2% of the recipient's total annual receipts and no related party who is an individual participates in the grant decision or receives any special compensation or benefit as a result.
- Transactions where the interest arises solely from share ownership in Dollar General and all of our shareholders receive the same benefit on a pro rata basis.
- Transactions where the rates or charges are determined by competitive bid.
- Transactions for services as a common or contract carrier or public utility at rates or charges fixed in conformity with law or governmental authority.
- Transactions involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- Compensatory transactions available on a nondiscriminatory basis to all salaried employees generally, ordinary course business travel expenses and reimbursements, or compensatory arrangements to directors, director nominees or officers that have been approved by the Board or an authorized committee.

What related-party transactions existed in 2015 or are planned for 2016?

Other than compensation paid or to be paid during 2015 and 2016 to one of our non-executive employees who is a family member of Ms. Cochran, as discussed further under "Director Independence" above, there are no transactions that have occurred since the beginning of 2015, or any currently proposed transactions, that involve Dollar General and exceed $120,000 and in which a related party had or has a direct or indirect material interest.

EXECUTIVE COMPENSATION

This section provides details of the compensation for fiscal 2015 for our named executive officers: Todd Vasos, Chief Executive Officer; Richard Dreiling, former Chairman, Chief Executive Officer and Senior Advisor; John Garratt, Executive Vice President and Chief Financial Officer; David Tehle, former Executive Vice President and Chief Financial Officer; John Flanigan, Executive Vice President, Global Supply Chain; Robert Ravener, Executive Vice President and Chief People Officer; Rhonda Taylor, Executive Vice President and General Counsel; and Gregory Sparks, former Executive Vice President, Store Operations.

Compensation Discussion and Analysis

Overview

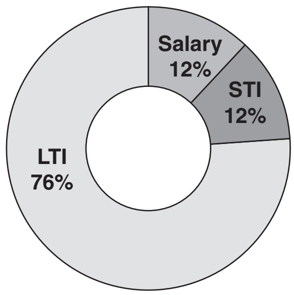
Our executive compensation program is designed to serve the long-term interests of our shareholders. To deliver superior shareholder returns, we believe it is critical to offer a competitive compensation package that will attract, retain and motivate experienced executives with the requisite expertise. Our program is designed to balance the short-term and long-term components and thus incent achievement of our annual and long-term business strategies, to pay for performance and to maintain our competitive position in the market in which we compete for executive talent.

Compensation Best Practices. We strive to align our executives' interests with those of our shareholders and to follow sound corporate governance practices.

Compensation Practice		Dollar General Policy
Pay for Performance	✔	A significant portion of targeted direct compensation is linked to the financial performance of key metrics. All of our annual bonus compensation and a significant majority of our equity incentive compensation are performance based. See "Pay for Performance."
Robust share ownership guidelines and holding requirements	✔	Our share ownership guidelines and holding requirements create further alignment with shareholders' long-term interests. See "Share Ownership Guidelines and Holding Requirements."
No hedging or pledging Dollar General securities or holding Dollar General securities in margin accounts	✔	Our policy prohibits executive officers and Board members from hedging their ownership of our stock, pledging our securities as collateral, and holding our securities in a margin account. See "Policy Against Hedging and Pledging Transactions."
No excise tax gross-ups and minimal income tax gross-ups	✔	We do not provide tax gross-up payments other than on relocation-related items.
No repricing or cash buyout of underwater stock options without shareholder approval	✔	Our equity incentive plan prohibits repricing underwater stock options, reducing the exercise price of stock options or replacing awards with cash or another award type, without shareholder approval.
Annual compensation risk assessment	✔	At least annually, our Compensation Committee assesses the risk of our compensation program.
Independent compensation consultant	✔	Our Compensation Committee retains an independent consultant to provide advice on executive and non-employee director compensation matters.

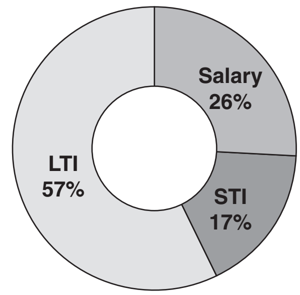
Pay for Performance. Consistent with our philosophy, and as illustrated below, a significant portion of annualized target total direct compensation for our named executive officers in 2015 was performance based and exposed to fluctuations in our stock price.

CEO



Variable/At-Risk: 88%

Other NEOs (Average)



Variable/At-Risk: 74%

"CEO" reflects compensation for Mr. Vasos and not Mr. Dreiling; "Other NEOs" reflects compensation only for the other named executive officers who remained employed after the end of fiscal 2015 (i.e., Messrs. Garratt, Flanigan and Ravener and Ms. Taylor).
STI—Short-Term Cash Incentive (Teamshare bonus program)
LTI—Long-Term Equity Incentive

The following payouts were earned as a result of strong performance versus the financial targets used for our 2015 performance-based compensation:

- **Teamshare Bonus Program:** Participants earned a payout under our annual Teamshare bonus program of 109.2% of the target payout level based on achieving adjusted EBIT (as defined and calculated for purposes of the Teamshare bonus program) of $1.957 billion, or 100.92% of the adjusted EBIT target (see "Short-Term Cash Incentive Plan").

- **Performance Share Units:** The awards granted in March 2015 were earned at 104.5% of target, based on achieving adjusted EBITDA of $2.347 billion, or 100% of the adjusted EBITDA target, and Adjusted ROIC of 19.14%, or 100.5% of the adjusted ROIC target, in each case as defined and calculated in the PSU award agreements (see "Long-Term Equity Incentive Program").

Significant Compensation-Related Actions. The most significant recent compensation-related actions pertaining to our named executive officers include:

- In March 2015, the Compensation Committee approved an employment transition agreement and related compensation to ensure Mr. Dreiling's smooth transition from Chief Executive Officer through his January 29, 2016 retirement date. See "CEO Employment Transition Agreement."

- In June 2015, Mr. Vasos was promoted from Chief Operating Officer to Chief Executive Officer ("CEO"), and the Compensation Committee approved his revised compensation package as discussed in more detail below.

- In December 2015, Mr. Garratt was promoted to Chief Financial Officer to fill the vacancy created by Mr. Tehle's retirement in July 2015, and the Compensation Committee approved a new compensation package for Mr. Garratt as discussed in more detail below.

- The equity awards granted in March 2016 include a “double-trigger” provision which requires a termination event within a certain period of time following a change in control in order for vesting to accelerate in connection with the change in control.

Shareholder Response. The most recent shareholder advisory vote on our named executive officer compensation was held in 2014, based on the three-year frequency approved by our shareholders in 2011. Excluding abstentions and broker non-votes, 96.0% of total votes were cast in support of the program. Because we viewed this outcome as overwhelmingly supportive of our compensation policies and practices, we did not believe the vote required consideration of changes to the program. The next shareholder advisory vote on our named executive officer compensation will be held at our 2017 annual meeting of shareholders.

Philosophy and Objectives

We strive to attract, retain and motivate persons with superior ability, to reward outstanding performance, and to align the long-term interests of our named executive officers with those of our shareholders. The material compensation principles applicable to the compensation of our named executive officers are outlined below:

- In determining total compensation, we consider the reasonable range of the median of comparable positions at companies within our market comparator group, but we make adjustments based on circumstances, such as unique job descriptions and responsibilities as well as our particular niche in the retail sector, that are not reflected in the market data. For competitive or other reasons, our levels of total compensation or any component of compensation may exceed or be below the median range of our market comparator group.
- We set base salaries to reflect the responsibilities, experience, performance and contributions of the named executive officers and the salaries for comparable benchmarked positions, while maintaining an appropriate balance between base salary and incentive compensation.
- We reward named executive officers who enhance our performance by linking cash and equity incentives to the achievement of our financial goals.
- We promote share ownership to align the interests of our named executive officers with those of our shareholders.
- In approving compensation arrangements, we consider recent compensation history, including special or unusual compensation payments.

We have employment agreements with the named executive officers to promote executive continuity, aid in retention and secure valuable protections for Dollar General, such as non-compete, non-solicitation and confidentiality obligations.

Oversight and Process

Oversight. The Compensation Committee of our Board of Directors, consisting entirely of independent directors, determines and approves the compensation of our named executive officers. Beginning in 2016, such determination pertaining to the level of CEO compensation will be subject to ratification by the independent members of the Board.

Use of Outside Advisors. The Compensation Committee has selected Meridian Compensation Partners (“Meridian”) to serve as its compensation consultant and has determined that Meridian is independent and that its work has not raised any conflicts of interest. Meridian (or its predecessor) has served as the Committee’s consultant since 2007 and was re-selected in 2014 after the Committee conducted an extensive review and request for proposal process. A Meridian representative attends

Committee meetings and private sessions if the Committee requests, and Committee members are free to consult directly with Meridian as desired.

The Committee (or its Chairman) determines the scope of Meridian's services and has approved a written agreement that details the terms under which Meridian will provide independent advice to the Committee. The approved scope generally includes availability for Committee meeting attendance and associated preparation work; assistance with risk assessment and with decision making regarding executive and director compensation matters; advising on our Board and executive pay philosophy, compensation market comparator group, incentive plan design, emerging best practices and changes in the regulatory environment; and providing competitive market studies. Meridian, along with management, also prepares benchmarking data for consideration by the Committee in making decisions on items such as base salary, the Teamshare bonus program, and the long-term incentive program.

Management's Role. Financial performance targets used in our incentive compensation programs typically are derived from our annual financial plan that is prepared by our executive management team and reviewed and approved by our Board of Directors. Messrs. Dreiling, Vasos and Ravener and non-executive members of the human resources group provide assistance to the Compensation Committee and Meridian regarding executive compensation matters, including conducting research, compiling data and making recommendations regarding amount, mix and program structure alternatives, market comparator group composition and compensation-related governance practices, as well as providing information to and coordinating with Meridian as requested, and Ms. Taylor may provide legal advice to the Committee regarding executive compensation matters and contractual arrangements from time to time. Although these recommendations may impact each of such officers' compensation to the extent they participate in the plans and programs, none of such officers make recommendations regarding their specific compensation. For the role of management in named executive officers' performance evaluations, see "Use of Performance Evaluations" below. Although the Committee values and solicits management's input, it retains and exercises sole authority to make decisions regarding named executive officer compensation.

Use of Performance Evaluations. The Compensation Committee, together with the Chairman of the Board, assesses the performance of the CEO, and the CEO evaluates and reports to the Committee on the performance of each of the other named executive officers, in each case versus previously established goals. These evaluations are subjective; no objective criteria or relative weighting is assigned to any individual goal or factor.

The Committee historically has used the overall performance rating as an eligibility threshold for an annual base salary increase and Teamshare bonus payment. Although an unsatisfactory rating generally would preclude an annual base salary increase or a Teamshare bonus payment, performance ratings have not been used to determine the amount of the Teamshare bonus payment for a named executive officer. Rather, such amount has been determined solely based upon the level of achievement of the applicable financial performance measure and the terms of the Teamshare bonus program described below.

In addition to functioning as an eligibility threshold, the performance rating may impact the amount of a named executive officer's annual base salary increase. The Committee typically starts with the percentage base salary increase that equals the overall budgeted increase for our U.S.-based employee population, and considers whether adjustments are necessary to reflect performance, responsibilities or qualifications; to bring pay within a reasonable range of the market comparator group; due to a change in role or duties; to achieve a better balance between base salary and incentive compensation; or for other reasons the Committee believes justify a variance from the overall budgeted increase.

An unsatisfactory performance rating also would result in a reduction in the number, or a total elimination, of RSUs and stock options awarded to the named executive officer in the following year.

None of the named executive officers received an unsatisfactory performance rating for either 2014 or, for those who remained employed in 2016 and therefore underwent a performance evaluation, in 2015.

Use of Market Benchmarking Data. The Compensation Committee approves, periodically reviews, and utilizes a market comparator group when making compensation decisions (see "Philosophy and Objectives"). The market comparator group consists of companies selected according to their similarity to our operations, services, revenues, markets, availability of information, and any other information the Committee deems appropriate. Such companies are likely to have executive positions comparable in breadth, complexity and scope of responsibility to ours.

Our market comparator group for 2015 compensation decisions consisted of:

AutoZone	Family Dollar	Office Depot	Staples
J.C. Penney	The Gap	Macy's	Ross Stores
TJX Companies	Kohl's	Starbucks	L Brands
Dollar Tree	Rite Aid	Yum! Brands	

For each named executive officer position below CEO, the Committee biennially considers market comparator group data provided by Meridian. In alternating years, the Committee instead uses prior year data after applying an aging factor recommended by Meridian. Meridian annually provides market data for the CEO to ensure that the Committee is aware of any significant movement in CEO compensation levels within the market comparator group. For the 2015 named executive officer compensation decisions, the Committee considered data provided by Meridian using Aon Hewitt's database for the 2015 market comparator group. For Messrs. Flanigan, Ravener and Sparks, for whom insufficient market comparator group data was available, the Committee used data from a broader group of retailers comprising a subset of companies included within the Aon Hewitt Total Compensation Measurement^{TM} (TCM) database. A list of such companies is included as **Appendix A** attached to this proxy statement. In determining the short-term cash and long-term equity targets for named executive officer positions below Chief Operating Officer, the Committee considers blended market values for comparable positions, rather than values for individual positions, provided in the data above from Meridian.

Elements of Named Executive Officer Compensation

We provide compensation in the form of base salary, short-term cash incentives, long-term equity incentives, benefits and limited perquisites. We believe each of these elements is a necessary component of the total compensation package and is consistent with compensation programs at companies with whom we compete both for business and talent.

In connection with his planned retirement on January 29, 2016, all decisions regarding Mr. Dreiling's 2015 compensation were negotiated in connection with his employment transition agreement. Accordingly, with certain exceptions that are specifically identified, the discussion below of 2015 compensation decisions and related actions excludes those pertaining to Mr. Dreiling, which are instead discussed under "CEO Employment Transition Agreement" below.

In addition, each of Messrs. Vasos and Garratt received compensation adjustments during the year as a result of their promotions. To determine such compensation adjustments, the Compensation Committee evaluated the appropriate level of total compensation as well as the appropriate level and mix of compensation elements considering the market comparator group data and each such officer's level of experience and qualifications and recent compensation. In addition, for Mr. Garratt's short-term and long-term incentive compensation, the Committee considered the target levels applicable to our other executive vice presidents. The resulting promotion-related adjustments are set forth in the discussion below.

Base Salary. Base salary promotes our recruiting and retention objectives by reflecting the salaries for comparable positions in the competitive marketplace, rewarding strong performance, and providing a stable and predictable income source for our executives. Our employment agreements with the named executive officers set forth minimum base salary levels, but the Compensation Committee retains sole discretion to increase these levels from time to time.

(a) *Routine Salary Adjustments.* Our Compensation Committee routinely considers annual base salary adjustments in March. In light of the market benchmarking data and each named executive officer's 2014 satisfactory performance rating, all such officers received the 2.95% base salary increase that was budgeted for our U.S. based employee population. Ms. Taylor, who was promoted to Executive Vice President in March 2015, received an additional 13.72% base salary increase (for a total adjustment of 16.67%) in recognition of her role and to maintain her total compensation within a reasonable range of the market median for her new position, and Mr. Garratt, who served as Senior Vice President at the time, received an additional 0.29% base salary increase (for a total adjustment of 3.24%) in further recognition of his 2014 performance (see "Use of Performance Evaluations" and "Use of Market Benchmarking Data"). The Committee chose to forego any adjustments beyond the 2.95% increase to Mr. Vasos's base salary until it was determined whether he would succeed Mr. Dreiling as CEO.

(b) *Non-Routine Salary Adjustments.* As a result of the evaluations discussed above pertaining to their promotions, Mr. Vasos received a salary increase from $791,042 to $1,000,000 and Mr. Garratt received a salary increase from $309,708 to $500,000, in each case effective upon the applicable promotion date and to reflect his new role and expanded responsibilities and to provide compensation that was more appropriately aligned with the market comparator group data for his new role.

Short-Term Cash Incentive Plan. Our short-term cash incentive plan, called Teamshare, is established under our shareholder-approved Amended and Restated Annual Incentive Plan. The Teamshare program provides an opportunity to receive a cash bonus payment equal to a certain percentage of base salary based upon Dollar General's achievement of one or more pre-established financial performance targets. Accordingly, Teamshare fulfills an important part of our pay for performance philosophy while aligning the interests of our named executive officers and our shareholders.

(a) *2015 Teamshare Structure.* The Compensation Committee uses adjusted EBIT as the Teamshare financial performance measure because it is a comprehensive measure of our corporate performance and so is aligned with our shareholders' interests. For purposes of the 2015 Teamshare program, adjusted EBIT is defined as our operating profit as calculated in accordance with U.S. generally accepted accounting principles, but excludes:

- the impact of (a) costs, fees and expenses directly related to consideration, negotiation, preparation, or consummation of any transaction that results in a Change in Control (within the meaning of our Amended and Restated 2007 Stock Incentive Plan) or to any securities offering; (b) gain or loss recognized as a result of any derivative instrument transactions or hedging activities; (c) gains or losses associated with any early retirement of debt; (d) charges resulting from significant natural disasters; and (e) any significant gains or losses associated with our LIFO computation; and
- unless disallowed by the Committee, (a) non-cash asset impairments; (b) any significant loss as a result of an individual litigation, judgment or lawsuit settlement; (c) charges for business restructurings; (d) losses due to new or modified tax, legislation or accounting changes enacted after the start of fiscal 2015; (e) significant tax settlements; and (f) any significant unplanned items of a non-recurring or extraordinary nature.

The Committee used our 2015 annual financial plan adjusted EBIT target of $1.939 billion as the target for the 2015 Teamshare program and retained the threshold (below which no bonus may be earned) and maximum (above which no further bonus may be earned) performance levels at 90% and 120% of the target level, respectively. These threshold and maximum performance levels had been used in the prior year Teamshare program to more closely reflect the practices of our market comparator group. Payouts for financial performance are based on actual results and are interpolated on a straight-line basis between threshold and target and between target and maximum.

The bonus payable to each named executive officer upon achieving the target level of financial performance is equal to the applicable percentage of base salary shown in the table below. The target payout percentage of salary for Mr. Vasos was increased from 80% to 100% and for each of Mr. Garratt and Ms. Taylor from 50% to 65% in connection with their promotions. Except for the promotion-related decisions, these percentages for each named executive officer remained unchanged from those in effect at the end of the prior year based on the Committee's review of the market comparator group data. The promotion-related decisions for Messrs. Vasos and Garratt were determined as a result of the evaluations discussed above.

Name	Target % of Base Salary*
Mr. Vasos	80/100
Mr. Garratt/Ms. Taylor	50/65
All other named executive officers	65

* Percentages for Messrs. Vasos and Garratt and Ms. Taylor are those in effect for each position held during 2015. The actual payout for each such officer is pro-rated for time in each position held during 2015. For all named executive officers, payout percentages at the threshold and maximum performance levels would be calculated at 50% and 300%, respectively, of the applicable target percentage of base salary.

(b) *2015 Teamshare Results.* The Compensation Committee certified the adjusted EBIT performance result at $1.957 billion (100.92% of target) resulting in 2015 Teamshare payouts to each of Messrs. Vasos, Garratt, Flanigan and Ravener and Ms. Taylor of 109.2% of the target percentages set forth in the table above. Such amounts are reflected in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table. Messrs. Tehle and Sparks were ineligible to receive a payout under the terms of the Teamshare program because they were not employed with us on the payment date.

Long-Term Equity Incentive Program. Long-term equity incentives are an important part of our pay for performance philosophy and are designed to motivate named executive officers to focus on long-term success for shareholders while rewarding them for a long-term commitment to us. The Compensation Committee considers annual equity awards each March at its regular quarterly meeting and considers special equity awards as necessary in connection with one-time events such as a new hire or promotion. Equity awards are made under our shareholder-approved Amended and Restated 2007 Stock Incentive Plan.

(a) *2015 Annual Equity Awards.* Each year, the Compensation Committee determines a targeted equity award value for each named executive officer derived from benchmarking information and the appropriate mix of vehicles in which to deliver such targeted value (see "Use of Market Benchmarking Data"). In 2015, the targeted value for each named executive officer was unchanged from the prior year based on the Committee's review of the market comparator group data and, for Mr. Vasos, a decision to defer consideration of any increase until it was determined whether he would succeed Mr. Dreiling as CEO. In addition, as in the prior year, the targeted value was delivered 50% in options, 25% in PSUs and 25% in RSUs, which the Committee previously determined appropriately aligned with the equity mix among our market comparator group and balanced the incentive and retention goals of these awards.

The options are granted with a per share exercise price equal to the fair market value of one share of our common stock on the grant date. The options vest 25% annually on the April 1 of each of the four fiscal years following the fiscal year in which the grant is made, subject to the named executive officer's continued employment with us and certain accelerated vesting provisions. The RSUs are payable in shares of our common stock and vest 33⅓% over three years on the April 1 of the three fiscal years following the fiscal year in which the grant is made, subject to continued employment with us and certain accelerated vesting conditions. The PSUs can be earned if specified performance goals are achieved during the performance period (which was fiscal year 2015) and if certain additional vesting requirements are met.

For PSUs the Committee selects and sets targets for financial performance measures, then establishes threshold and maximum levels of performance derived from those targets. The number of PSUs earned depends on the level of financial performance achieved versus the goals. The Committee selected adjusted EBITDA (weighted 50%) and ROIC (weighted 50%) as the 2015 financial performance measures for the PSUs at target levels equal to those used in our 2015 financial plan. These financial measures and weightings have been used for the PSUs since 2013 to appropriately balance the emphasis placed upon earnings performance as well as rigorous capital management over the long-term.

The adjusted EBITDA performance target is computed as income (loss) from continuing operations before cumulative effect of change in accounting principles plus interest and other financing costs, net, provision for income taxes, and depreciation and amortization, but excludes the impact of all items excluded from the 2015 Teamshare program adjusted EBIT calculation outlined above, as well as share-based compensation charges. The ROIC performance target is calculated as (a) the result of (x) the sum of (i) our operating income, plus (ii) depreciation and amortization, plus (iii) minimum rentals, minus (y) taxes, divided by (b) the result of (x) the sum of the averages of: (i) total assets, plus (ii) accumulated depreciation and amortization, minus (y) (i) cash, minus (ii) goodwill, minus (iii) accounts payable, minus (iv) other payables, minus (v) accrued liabilities, plus (vi) 8x minimum rentals but excludes the impact of all items excluded from the 2015 Teamshare program adjusted EBIT calculation outlined above.

The following table shows how the PSUs would be earned at each of the threshold, target and maximum performance levels. PSUs earned for financial performance between these levels are interpolated in a manner similar to that used for our 2015 Teamshare bonus program, and the number of PSUs earned could vary between 0% and 300% of the target award. The following tables also show the actual results of the 2015 financial performance measures and the actual number of PSUs earned.

	Adjusted EBITDA			ROIC			
Level	**Result v. Target (%)**	**EBITDA Result ($) (in millions)**	**Units Earned (% of Target)**	**Result v. Target (%)**	**ROIC Result (%)**	**Units Earned (% of Target)**	**Total Units Earned (% of Target)**
Below Threshold	<90	<2,112	0	<94.75	<18.05	0	0
Threshold	90	2,112	25	94.75	18.05	25	50
Target	100	2,347	50	100.00	19.05	50	100
Maximum	120	2,817	150	110.50	21.05	150	300
2015 Results	**100**	**2,347**	**50.0**	**100.5**	**19.14**	**54.5**	**104.5**

Proxy

Name	2015 PSUs Earned
Mr. Vasos	5,650
Mr. Tehle*	0
Mr. Garratt	1,261
Mr. Flanigan	4,143
Mr. Ravener	4,143
Ms. Taylor	4,143
Mr. Sparks*	0

* Messrs. Tehle and Sparks forfeited the 2015 PSUs upon leaving Dollar General.

One-third of the earned PSUs vested on the last day of the one-year performance period, and the remaining two-thirds will vest equally on each of April 1, 2017 and April 1, 2018, subject to the named executive officer's continued employment with us and certain accelerated vesting provisions. All vested PSUs will be settled in shares of our common stock.

(b) *2015 Special Equity Awards.* In recognition of their new roles and increased responsibilities, and considering the market comparator group data in light of their experience and qualifications (see "Use of Market Benchmarking Data"), the Compensation Committee approved special equity awards to each of Messrs. Vasos and Garratt.

Upon his promotion to CEO, Mr. Vasos received an award of non-qualified stock options having an approximate value of $5 million to purchase 256,682 shares of our common stock. Subject to certain limited vesting acceleration events, such options are scheduled to vest ratably in installments of 33⅓% on each of the third, fourth and fifth anniversaries of the June 3, 2015 grant date, subject to Mr. Vasos' continued employment with us and holding requirements through the fifth anniversary of the grant date. The options will terminate no later than ten years from the grant date.

Upon his promotion to Chief Financial Officer, Mr. Garratt received an award of non-qualified stock options having an approximate value of $124,000 to purchase 7,829 shares of our common stock. Subject to certain limited vesting acceleration events, such options are scheduled to vest ratably in installments of 25% on each of the first four anniversaries of the December 2, 2015 grant date, subject to Mr. Garratt's continued employment with us. The options will terminate no later than ten years from the grant date.

(c) *2012 Performance-Based Restricted Stock Award.* In March 2012 the Compensation Committee awarded Mr. Dreiling 326,037 performance-based restricted shares of our common stock which could be earned by achieving certain earnings per share ("EPS") performance targets for fiscal years 2014 and 2015, subject to certain adjustments, derived from our long-term financial plan on the grant date. As previously disclosed, half of the award vested after the end of our 2014 fiscal year as a result of meeting the financial target. Mr. Dreiling forfeited the remaining half as a result of his retirement prior to the 2015 adjusted EPS certification date.

(d) *Share Ownership Guidelines and Holding Requirements.* As shown below, we have adopted share ownership guidelines and holding requirements for senior officers. The share ownership guideline is a multiple of annual base salary as in effect on April 1, 2013 (or, if later, the hire or promotion date). The ownership levels are to be achieved within 5 years of the later of April 1, 2013 or the April 1 next following such person's hire or promotion date.

Officer Level	Multiple of Base Salary
CEO	5X
EVP	3X
SVP	2X

Each senior officer is required to retain ownership of 50% of all net after-tax shares acquired from Dollar General until he or she reaches the target ownership level. Administrative details pertaining to these matters are established by the Compensation Committee.

(e) *Policy Against Hedging and Pledging Transactions.* Our policy prohibits Board members and executive officers from (1) pledging Dollar General securities as collateral, (2) holding Dollar General securities in a margin account, and (3) hedging their ownership of Dollar General stock, such as entering into or trading prepaid variable forward contracts, equity swaps, collars, puts, calls, options (other than those granted by us) or other derivative instruments related to Dollar General stock.

Benefits and Perquisites. Our named executive officers participate in certain benefits on the same terms that are offered to all of our salaried employees. We also provide them with limited additional benefits and perquisites for retention and recruiting purposes, to replace benefit opportunities lost due to regulatory limits, and to enhance their ability to focus on our business. We do not provide tax gross-up payments on any benefits and perquisites other than relocation-related items. The primary additional benefits and perquisites include the following:

- We provide a Compensation Deferral Plan (the "CDP") and, for named executive officers hired or promoted prior to May 28, 2008, a defined contribution Supplemental Executive Retirement Plan (the "SERP," and together with the CDP, the "CDP/SERP Plan").
- We pay the premiums for a life insurance benefit equal to 2.5 times base salary up to a maximum of $3 million.
- We pay administrative fees for short-term disability coverage, which provides income replacement of up to 70% of monthly base salary in the case of a short-term disability. We also pay the premiums under a group long-term disability plan, which provides 60% of base salary up to a maximum of $400,000.
- We provide a relocation assistance program under a policy applicable to officer-level employees.
- We provide personal financial and estate planning and tax preparation services through a third party.

CEO Employment Transition Agreement. As previously disclosed, Mr. Dreiling retired on January 29, 2016 (the "Retirement Date"). In light of his announced retirement plans, the Compensation Committee did not undertake performance reviews for Mr. Dreiling for 2014 or 2015, but rather deemed his performance to be satisfactory and determined his 2015 compensation as part of our negotiated employment transition agreement with him, effective March 10, 2015. The terms of the employment transition agreement were negotiated to secure Mr. Dreiling's services through the Retirement Date and ensure a smooth transition to his successor, and we believe the employment transition agreement successfully achieved those goals. Mr. Dreiling served as our CEO until we appointed Mr. Vasos as his successor. Thereafter, Mr. Dreiling served as Senior Advisor and as a member and Chairman of the Board through the Retirement Date. Mr. Dreiling remains subject to the business protections contained in the employment transition agreement, including non-competition and non-solicitation provisions, for two years following the Retirement Date.

Pursuant to the employment transition agreement:

- Mr. Dreiling received the same 2.95% base salary increase in 2015 that was budgeted for our entire U.S.-based employee population.
- Mr. Dreiling participated in the 2015 Teamshare program at the same threshold (50% of target), target (130%) and maximum (300% of target) base salary percentage levels as the prior year, and we waived the requirement to be employed on the payment date. As

discussed above, the Committee certified the adjusted EBIT performance result at $1.957 billion (100.92% of target) resulting in a 2015 Teamshare payout to Mr. Dreiling of 109.2% of his 130% target.

- In lieu of receiving an annual equity award in 2015 under our long-term incentive program, Mr. Dreiling instead was awarded 57,670 RSUs, with an approximate value of $4 million (the "Transition RSU Award").
- Mr. Dreiling retained coverage through the Retirement Date under all employee benefit plans and was entitled to all welfare, fringe and other benefits and perquisites that were available to all of our other executives.
- Mr. Dreiling was entitled to limited additional perquisites, including reimbursement for up to $15,000 of legal expenses for review of the employment transition agreement (which he did not use), payment of the premiums on his portable long-term disability insurance through the Retirement Date, and personal use of our corporate airplane for his and his spouse's travel between Nashville, Tennessee, and Livermore, California, while he continued to serve as CEO, limited to no more than 100 hours total and 16 hours per month.
- Mr. Dreiling's outstanding equity awards will continue to vest, if at all, in accordance with the terms of the applicable award agreements.

The Transition RSU Award is a time-based award that vested in full as of the Retirement Date. Fifty percent of the award was paid on the first anniversary of the grant date and the remaining 50% will be paid on the second anniversary of the grant date, subject to accelerated payment in the event of death or disability or a change in control prior to a payment date, in each case as defined in the award agreement. The Transition RSU Award is payable in an equal number of shares of Dollar General common stock, subject to reduction, cancellation, forfeiture or recoupment, in whole or in part, upon various events specified in the award agreement, including but not limited to the breach of the business protection provisions set forth in the employment transition agreement.

Severance Arrangements

As noted above, we have an employment agreement with each of our named executive officers and an employment transition agreement with Mr. Dreiling that, among other things, provide for such executive's rights upon a termination of employment in exchange for valuable business protection provisions for us. We believe that reasonable severance benefits are appropriate to protect the named executive officer against circumstances over which he or she does not have control and as consideration for the promises of non-disclosure, non-competition, non-solicitation and non-interference that we require in our employment agreements. A change in control, by itself ("single trigger"), does not trigger any severance provision applicable to our named executive officers, except for the provisions related to outstanding long-term equity awards granted prior to 2016. The 2016 annual equity awards do not provide for single trigger vesting acceleration but rather require a termination event within a certain period of time following a change in control to accelerate vesting of such equity awards.

As discussed elsewhere in this proxy statement, Messrs. Dreiling, Tehle and Sparks left Dollar General in fiscal 2015. Payments and other benefits to each such former officer in connection with these employment separations are itemized under "Potential Payments upon Termination or Change in Control as of January 29, 2016" below.

Considerations Associated with Regulatory Requirements

Under Section 162(m) of the Internal Revenue Code, we generally may not take a tax deduction for individual compensation over $1 million paid in any taxable year to each of the persons who were, at the end of the fiscal year, our CEO or one of the other named executive officers (other than our Chief Financial Officer). As a result, we may not deduct any salary, signing bonus or other annual compensation paid or imputed to such covered officers that causes non-performance-based compensation to exceed the $1 million limit. Certain performance-based compensation is exempt from the deduction limit.

We believe that our Amended and Restated 2007 Stock Incentive Plan and our Amended and Restated Annual Incentive Plan currently satisfy the requirements of Section 162(m). As a result, we may deduct compensation expense realized in connection with any (1) payments made under our Teamshare program, (2) stock options and stock appreciation rights, and (3) performance-based restricted stock and RSU awards. However, restricted stock or RSUs that solely vest over time are not "performance-based compensation" under Section 162(m), and we will be unable to deduct compensation expense realized in connection with those time-vested awards to persons covered by Section 162(m) to the extent their non-performance-based compensation exceeds $1 million. Our policies do not restrict the Compensation Committee from exercising discretion to approve compensation packages that may result in certain non-deductible compensation expenses but that the Committee nonetheless determines to be in our shareholders' best interests.

The Committee administers our executive compensation program with the good faith intention of complying with Section 409A of the Internal Revenue Code, which relates to the taxation of nonqualified deferred compensation arrangements.

Compensation Committee Report

The Compensation Committee of our Board of Directors reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this document.

This report has been furnished by the members of the Compensation Committee:

- Warren F. Bryant, Chairman
- Patricia D. Fili-Krushel
- William C. Rhodes, III

The above Compensation Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Dollar General filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent Dollar General specifically incorporates this report by reference therein.

Proxy

Summary Compensation Table

The following table summarizes compensation paid to or earned by our named executive officers in each of the 2015, 2014 and 2013 fiscal years. We have omitted from this table the columns for Bonus and Change in Pension Value and Nonqualified Deferred Compensation Earnings because they are inapplicable.

Name and Principal Position[(1)]	Year	Salary ($)[(2)]	Stock Awards ($)[(3)]	Option Awards ($)[(4)]	Non-Equity Incentive Plan Compensation ($)[(5)]	All Other Compensation ($)	Total ($)
Todd J. Vasos,	2015	926,605	808,022	5,932,285	956,548	99,541[(6)]	8,723,001
Chief Executive Officer	2014	765,342	821,048	653,913	521,486	67,422	2,829,211
	2013	699,549	625,574	422,846	—	72,464	1,820,433
Richard W. Dreiling,	2015	1,361,760	4,309,102	—	1,942,422	604,587[(7)]	8,217,871
Former Chairman,	2014	1,323,789	3,503,208	2,790,016	1,465,747	681,392	9,764,152
Chief Executive Officer &	2013	1,291,515	3,440,634	2,059,459	—	855,567	7,647,175
Senior Advisor							
John W. Garratt,	2015	339,405	180,374	303,694	199,223	66,150[(8)]	1,088,846
Executive Vice President &							
Chief Financial Officer							
David M. Tehle,	2015	309,572	592,530	599,657	—	32,819[(9)]	1,534,578
Former Executive Vice President &	2014	727,140	602,090	479,529	402,558	136,438	2,347,755
Chief Financial Officer	2013	709,413	625,574	374,452	—	172,598	1,882,037
John W. Flanigan,	2015	477,339	592,530	599,657	340,439	101,901[(10)]	2,111,866
Executive Vice President,	2014	464,029	602,090	479,529	256,895	86,989	1,889,532
Global Supply Chain	2013	452,716	625,574	374,452	—	105,319	1,558,061
Robert D. Ravener,	2015	521,999	592,530	599,657	372,291	50,700[(11)]	2,137,177
Executive Vice President &							
Chief People Officer							
Rhonda M. Taylor,	2015	515,645	592,530	599,657	362,026	66,702[(12)]	2,136,560
Executive Vice President &							
General Counsel							
Gregory A. Sparks,	2015	233,567	592,530	599,657	—	823,980[(13)]	2,249,734
Former Executive Vice President,	2014	635,676	602,090	479,529	351,922	56,960	2,126,177
Store Operations	2013	620,178	625,574	374,452	—	300,228	1,920,432

(1) Mr. Vasos served as Executive Vice President, Division President and Chief Merchandising Officer until November 2013 when he was promoted to Chief Operating Officer, then served in that position until his promotion to CEO in June 2015. Mr. Dreiling served as Chairman and CEO until June 2015 and then as Chairman and Senior Advisor until his retirement on January 29, 2016. Mr. Garratt joined Dollar General in October 2014 and served as Senior Vice President, Finance and Strategy, until July 2015 when he assumed the role of interim Chief Financial Officer. He was promoted to Executive Vice President and Chief Financial Officer in December 2015. He was not a named executive officer for 2014. Mr. Tehle served as Executive Vice President and Chief Financial Officer until his departure on June 30, 2015. Mr. Ravener and Ms. Taylor joined Dollar General in August 2008 and March 2000, respectively, but were not named executive officers for 2014 or 2013. Mr. Sparks served as Executive Vice President, Store Operations, until his departure on June 9, 2015.

(2) Each named executive officer deferred under the CDP and contributed to our 401(k) Plan a portion of salary earned in each of the fiscal years for which salaries are reported above for the applicable named executive officer. The amounts of the fiscal 2015 salary deferrals under the CDP are included in the Nonqualified Deferred Compensation Table.

(3) The amounts reported represent the respective aggregate grant date fair value of PSUs and RSUs awarded in each fiscal year for which compensation is required to be reported in the table for each named executive officer, in each case computed in accordance with FASB ASC Topic 718. The PSUs are subject to performance conditions, and the reported value at the grant date is based upon the probable outcome of such conditions on such date. The values of the PSUs at the

grant date assuming that the highest level of performance conditions will be achieved are as follows for each fiscal year required to be reported for each applicable named executive officer:

Fiscal Year	Mr. Vasos ($)	Mr. Dreiling ($)	Mr. Garratt ($)	Mr. Tehle ($)	Mr. Flanigan ($)	Mr. Ravener ($)	Ms. Taylor ($)	Mr. Sparks ($)
2015	1,212,033	N/A	270,561	888,794	888,794	888,794	888,794	888,794
2014	1,234,699	5,268,189	N/A	905,481	905,481	N/A	N/A	905,481
2013	623,987	3,431,879	N/A	623,987	623,987	N/A	N/A	623,987

Information regarding the assumptions made in the valuation of these awards is set forth in Note 10 of the annual consolidated financial statements in our 2015 Form 10-K.

(4) The amounts reported represent the respective aggregate grant date fair value of stock options awarded to the applicable named executive officer in the fiscal year indicated, computed in accordance with FASB ASC Topic 718. Information regarding assumptions made in the valuation of these awards is set forth in Note 10 of the annual consolidated financial statements in our 2015 Form 10-K.

(5) Represents amounts earned pursuant to our Teamshare bonus program for each fiscal year reported. See the discussion of the "Short-Term Cash Incentive Plan" and "CEO Employment Transition Agreement" in "Compensation Discussion and Analysis" above. None of the named executive officers deferred any portion of the Teamshare bonus payments reported above under the CDP.

(6) Includes $32,115 and $14,167, respectively, for our match contributions to the CDP and the 401(k) Plan; $1,306 for premiums paid under our life insurance program; and $51,953 which represents the aggregate incremental cost of providing certain perquisites, including $21,470 for personal security services for a limited duration, $19,514 for financial and estate planning services, $5,000 for the reimbursement of legal expenses incurred in connection with the negotiation of his employment agreement and other amounts for perquisites which individually did not equal or exceed the greater of $25,000 or 10% of total perquisites, including premiums paid under our group long-term disability program, costs associated with attendance by him and his guests at sporting events, miscellaneous gifts, nominal incremental costs incurred for a guest to accompany him on business and an administrative fee for coverage under our short-term disability program, as well as participation in a group umbrella liability insurance program offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive and coverage under our business travel accident insurance for which Dollar General incurs no incremental cost for participation by the named executive officers in addition to certain other employees.

(7) Includes $268,303 for our contribution to the SERP and $54,675 and $13,690, respectively, for our match contributions to the CDP and the 401(k) Plan; $1,692 for premiums paid under our life insurance program; $143,456 for cash dividends accumulated on shares of unvested restricted stock that were ultimately forfeited with the shares of unvested restricted stock upon Mr. Dreiling's retirement; and $122,771 which represents the aggregate incremental cost of providing certain perquisites, including $79,539 for costs associated with personal airplane usage, $19,437 for costs associated with financial and estate planning services, $12,118 for a retirement gift, $8,417 for premiums paid under a personal portable long-term disability policy, and other amounts for perquisites which individually did not equal or exceed the greater of $25,000 or 10% of total perquisites, including premiums paid under our group long-term disability program, costs associated with attendance by him and his guests at sporting events, miscellaneous gifts and an administrative fee for coverage under our short-term disability program, as well as participation in a group umbrella liability insurance program which is offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive and coverage under our business travel accident insurance for which Dollar General incurs no incremental cost for participation by the named executive officers in addition to certain other employees. The aggregate incremental cost related to the personal airplane usage was calculated using costs we would not have incurred but for the personal usage (including costs incurred as a result of "deadhead" legs of personal flights), including fuel costs, variable maintenance costs, crew expenses, landing, parking and other associated fees, supplies and catering costs.

(8) Includes $1,979 for our match contributions to the 401(k) Plan; $7,080 for tax gross-ups related to relocation; $478 for premiums paid under our life insurance program; and $56,613 which represents the aggregate incremental cost of providing certain perquisites, including $53,672 for costs associated with relocation and other amounts for perquisites which individually did not equal or exceed the greater of $25,000 or 10% of total perquisites, including premiums paid under our group long-term disability program, costs associated with attendance by him and his guests at sporting events, miscellaneous gifts and an administrative fee for coverage under our short-term disability program, as well as coverage under our business travel accident insurance for which Dollar General incurs no incremental cost for participation by the named executive officers in addition to certain other employees. The aggregate incremental cost related to relocation included expenses associated with physical movement of his household goods and costs incurred in connection with the sale of his former home (such as appraisals, inspections, pre-title expenses, title and deed costs, broker's commission, document preparation fees, recording fees and legal fees) and the purchase of his new home (including a one percent origination fee).

Proxy

(9) Includes $5,270 and $10,289, respectively, for our match contributions to the CDP and the 401(k) Plan; $437 for premiums paid under our life insurance program; and $16,823 which represents the aggregate incremental cost of providing certain perquisites, including $8,115 for financial and estate planning services, $8,200 for a retirement gift and other amounts for perquisites which individually did not equal or exceed the greater of $25,000 or 10% of total perquisites, including premiums paid under our group long-term disability program, miscellaneous gifts and an administrative fee for coverage under our short-term disability program, as well as participation in a group umbrella liability insurance program offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive and coverage under our business travel accident insurance for which Dollar General incurs no incremental cost for participation by the named executive officers in addition to certain other employees.

(10) Includes $54,982 for our contribution to the SERP and $10,560 and $13,404, respectively, for our match contributions to the CDP and the 401(k) Plan; $673 for premiums paid under our life insurance program; and $22,282 which represents the aggregate incremental cost of providing certain perquisites, including $19,514 for financial and estate planning services and other amounts for perquisites which individually did not equal or exceed the greater of $25,000 or 10% of total perquisites, including premiums paid under our group long-term disability program, a directed donation to charity, costs associated with attendance by him and his guests at sporting events, miscellaneous gifts and an administrative fee for coverage under our short-term disability program, as well as participation in a group umbrella liability insurance program offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive and coverage under our business travel accident insurance for which Dollar General incurs no incremental cost for participation by the named executive officers in addition to certain other employees.

(11) Includes $12,787 and $13,309, respectively, for our match contributions to the CDP and the 401(k) Plan; $737 for premiums paid under our life insurance program; and $23,867 which represents the aggregate incremental cost of providing certain perquisites, including $19,514 for financial and estate planning services and other amounts for perquisites which individually did not equal or exceed the greater of $25,000 or 10% of total perquisites, including premiums paid under our group long-term disability program, an executive physical, costs associated with attendance by him and his guests at sporting events, miscellaneous gifts, nominal incremental costs incurred for his spouse to accompany him on business and an administrative fee for coverage under our short-term disability program, as well as participation in a group umbrella liability insurance program offered at no incremental cost to Dollar General through a third party vendor at a group rate paid by the executive and coverage under our business travel accident insurance for which Dollar General incurs no incremental cost for participation by the named executive officers in addition to certain other employees.

(12) Includes $52,521 for our contribution to the SERP and $13,453 for our match contributions to the 401(k) Plan; and $728 for premiums paid under our life insurance program. Perquisites and personal benefits totaled less than $10,000 and accordingly are not included in the table.

(13) Includes $1,088 and $10,724, respectively, for our match contributions to the CDP and the 401(k) Plan; $305 for premiums paid under our life insurance program; $811,863 earned or paid for fiscal 2015 in connection with his departure from Dollar General equal to the sum of: (i) $420,326 representing the earned portion of the salary continuation payments, (ii) $362,303 representing two times the average percentage of his target bonus paid or to be paid to employees at the same job grade level under the annual bonus program for officers for the two fiscal years immediately preceding fiscal 2015, (iii) $19,234 representing two times our annual contribution for his participation in our pharmacy, medical, dental and vision benefits programs and (iv) $10,000 for outplacement services. See "Potential Payments upon Termination or Change in Control" below. Perquisites and personal benefits totaled less than $10,000 and accordingly are not included in the table.

Grants of Plan-Based Awards in Fiscal 2015

The table below shows each named executive officer's fiscal 2015 Teamshare bonus opportunity under "Estimated Possible Payouts Under Non-Equity Incentive Plan Awards." Actual bonus amounts earned by such officers under the fiscal 2015 Teamshare program are shown in the Summary Compensation Table and, for those who received such payments, represent prorated payment on a graduated scale for financial performance between the target and maximum performance levels. See "Short-Term Cash Incentive Plan" in "Compensation Discussion and Analysis" for discussion of such Teamshare program.

The table below also shows information regarding equity awards made to our named executive officers for fiscal 2015, all of which were granted pursuant to our Amended and Restated 2007 Stock Incentive Plan. The awards listed under "Estimated Possible Payouts Under Equity Incentive Plan Awards" include the threshold, target and maximum number of PSUs which could be earned by each applicable named executive officer based upon the level of achievement of fiscal 2015 financial performance measures. The awards listed under "All Other Stock Awards" represent RSUs payable in shares of common stock on a one-for-one basis that vest over time, and the awards listed under "All Other Option Awards" include non-qualified stock options that vest over time, in each case based upon the applicable named executive officer's continued employment by Dollar General. See "Long-Term Equity Incentive Program" and "CEO Employment Transition Agreement" in "Compensation Discussion and Analysis" above for further discussion of these awards.

Name	Grant Date	Date of Committee Action	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)(1)	Grant Date Fair Value of Stock and Option Awards ($)(2)
			Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
Mr. Vasos	—	—	437,965	875,930	2,627,790	—	—	—	—	—	—	—
	3/17/15	3/17/15	—	—	—	—	—	—	—	44,786	74.72	817,716
	3/17/15	3/17/15	—	—	—	—	—	—	5,407	—	—	404,011
	3/17/15	3/17/15	—	—	—	2,704	5,407	16,221	—	—	—	404,011
	6/3/15	5/27/15	—	—	—	—	—	—	—	256,682	76.00	5,114,569
Mr. Dreiling	—	—	889,357	1,778,715	5,336,144	—	—	—	—	—	—	—
	3/17/15	3/17/15	—	—	—	—	—	—	57,670	—	—	4,309,102
Mr. Garratt	—	—	91,216	182,433	547,298	—	—	—	—	—	—	—
	3/17/15	3/17/15	—	—	—	—	—	—	—	10,002	74.72	182,620
	3/17/15	3/17/15	—	—	—	—	—	—	1,207	—	—	90,187
	3/17/15	3/17/15	—	—	—	604	1,207	3,621	—	—	—	90,187
	12/2/15	12/1/15	—	—	—	—	—	—	—	7,829	65.35	121,075
Mr. Tehle	—	—	244,256	488,513	1,465,538	—	—	—	—	—	—	—
	3/17/15	3/17/15	—	—	—	—	—	—	—	32,843	74.72	599,657
	3/17/15	3/17/15	—	—	—	—	—	—	3,965	—	—	296,265
	3/17/15	3/17/15	—	—	—	1,983	3,965	11,895	—	—	—	296,265
Mr. Flanigan	—	—	155,874	311,747	935,241	—	—	—	—	—	—	—
	3/17/15	3/17/15	—	—	—	—	—	—	—	32,843	74.72	599,657
	3/17/15	3/17/15	—	—	—	—	—	—	3,965	—	—	296,265
	3/17/15	3/17/15	—	—	—	1,983	3,965	11,895	—	—	—	296,265
Mr. Ravener	—	—	170,457	340,915	1,022,744	—	—	—	—	—	—	—
	3/17/15	3/17/15	—	—	—	—	—	—	—	32,843	74.72	599,657
	3/17/15	3/17/15	—	—	—	—	—	—	3,965	—	—	296,265
	3/17/15	3/17/15	—	—	—	1,983	3,965	11,895	—	—	—	296,265
Ms. Taylor	—	—	165,757	331,514	994,543	—	—	—	—	—	—	—
	3/17/15	3/17/15	—	—	—	—	—	—	—	32,843	74.72	599,657
	3/17/15	3/17/15	—	—	—	—	—	—	3,965	—	—	296,265
	3/17/15	3/17/15	—	—	—	1,983	3,965	11,895	—	—	—	296,265
Mr. Sparks	—	—	213,532	427,064	1,281,193	—	—	—	—	—	—	—
	3/17/15	3/17/15	—	—	—	—	—	—	—	32,843	74.72	599,657
	3/17/15	3/17/15	—	—	—	—	—	—	3,965	—	—	296,265
	3/17/15	3/17/15	—	—	—	1,983	3,965	11,895	—	—	—	296,265

(1) The per share exercise price was calculated based on the closing market price of one share of our common stock on the date of grant as reported by the NYSE.

(2) Represents the aggregate grant date fair value of each equity award, computed in accordance with FASB ASC Topic 718. For equity awards that are subject to performance conditions, the value at the grant date is based upon the probable outcome of such conditions. For information regarding the assumptions made in the valuation of these awards, see Note 10 of the annual consolidated financial statements included in our 2015 Form 10-K.

Outstanding Equity Awards at 2015 Fiscal Year-End

The table below sets forth information regarding awards granted under our Amended and Restated 2007 Stock Incentive Plan and held by our named executive officers as of the end of fiscal 2015. The $7.9975 exercise price in the table below reflects an adjustment made in connection with a special dividend paid to our shareholders in September 2009 to reflect the effects of such dividend on such options, as required by the terms of such options. In October 2009, we completed a reverse split of 1 share for each 1.75 shares of common stock outstanding. The exercise prices of, and number of shares outstanding under, our equity awards existing at the time of the reverse stock split were retroactively adjusted to reflect the reverse split and are reflected below. We have omitted from this table all columns for "Equity Incentive Plan Awards" because they are inapplicable.

	Option Awards				Stock Awards	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**
Mr. Vasos	28,080[1]	9,360[1]	45.25	03/20/2022	—	—
	13,746[2]	13,746[2]	48.11	03/18/2023	—	—
	1,440[3]	1,440[3]	56.48	12/03/2023	—	—
	9,483[4]	28,443[4]	57.91	03/18/2024	—	—
	—	44,786[5]	74.72	03/17/2025	—	—
	—	256,682[6]	76.00	06/03/2025	—	—
	—	—	—	—	854[7]	64,101[7]
	—	—	—	—	4,506[8]	338,220[8]
	—	—	—	—	3,766[9]	282,676[9]
	—	—	—	—	2,172[10]	163,030[10]
	—	—	—	—	4,714[11]	353,833[11]
	—	—	—	—	5,407[12]	405,849[12]
Mr. Dreiling	—	57,056[1]	45.25	03/20/2022	—	—
	—	37,801[2]	48.11	03/18/2023	—	—
	—	40,454[4]	57.91	03/18/2024	—	—
Mr. Garratt	1,260[13]	3,771[13]	66.69	12/03/2024	—	—
	—	10,002[5]	74.72	03/17/2025	—	—
	—	7,829[14]	65.35	12/02/2025	—	—
	—	—	—	—	840[9]	63,050[9]
	—	—	—	—	1,207[12]	90,597[12]
Mr. Tehle	—	—	—	—	—	—
Mr. Flanigan	28,080[1]	9,360[1]	45.25	03/20/2022	—	—
	13,746[2]	13,746[2]	48.11	03/18/2023	—	—
	6,953[4]	20,859[4]	57.91	03/18/2024	—	—
	—	32,843[5]	74.72	03/17/2025	—	—
	—	—	—	—	854[7]	64,101[7]
	—	—	—	—	3,304[8]	247,998[8]
	—	—	—	—	2,762[9]	207,316[9]
	—	—	—	—	2,172[10]	163,030[10]
	—	—	—	—	3,456[11]	259,407[11]
	—	—	—	—	3,965[12]	297,613[12]
Mr. Ravener	3,094[15]	—	7.9975	08/28/2018	—	—
	18,094[16]	—	7.9975	12/19/2018	—	—
	49,019[17]	—	25.25	03/24/2020	—	—
	28,080[1]	9,360[1]	45.25	03/20/2022	—	—
	13,746[2]	13,746[2]	48.11	03/18/2023	—	—
	6,953[4]	20,859[4]	57.91	03/18/2024	—	—
	—	32,843[5]	74.72	03/17/2025	—	—
	—	—	—	—	854[7]	64,101[7]
	—	—	—	—	3,304[8]	247,998[8]
	—	—	—	—	2,762[9]	207,316[9]
	—	—	—	—	2,172[10]	163,030[10]
	—	—	—	—	3,456[11]	259,407[11]
	—	—	—	—	3,965[12]	297,613[12]

Name	Option Awards: Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Stock Awards: Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
Ms. Taylor	10,284(18)	—	25.25	03/24/2020	—	—
	3,547(1)	1,182(1)	45.25	03/20/2022	—	—
	1,501(2)	1,498(2)	48.11	03/18/2023	—	—
	3,454(19)	3,454(19)	54.48	05/28/2023	—	—
	2,119(4)	6,351(4)	57.91	03/18/2024	—	—
	—	32,843(5)	74.72	03/17/2025	—	—
	—	—	—	—	93(7)	6,981(7)
	—	—	—	—	1,006(8)	75,510(8)
	—	—	—	—	2,762(9)	207,316(9)
	—	—	—	—	237(10)	17,789(10)
	—	—	—	—	1,052(11)	78,963(11)
	—	—	—	—	3,965(12)	297,613(12)
Mr. Sparks	—	—	—	—	—	—

(1) These options are part of a grant of time-based options with a vesting schedule of 25% per year on each of the first four anniversaries of March 20, 2012, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

(2) These options are part of a grant of time-based options with a vesting schedule of 25% per year on each of the first four anniversaries of March 18, 2013, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

(3) These options are part of a grant of time-based options with a vesting schedule of 25% per year on each of the first four anniversaries of December 3, 2013, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

(4) These options are part of a grant of time-based options with a vesting schedule of 25% per year on each of the first four anniversaries of March 18, 2014, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

(5) These options are part of a grant of time-based options with a vesting schedule of 25% per year on April 1 of 2016, 2017, 2018 and 2019, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

(6) These options are part of a grant of time-based options with a vesting schedule of 33⅓% per year on each of the third, fourth and fifth anniversaries of June 3, 2015, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

(7) Represents PSUs, to be paid in an equal number of shares of our common stock, earned as a result of our performance versus certain adjusted EBITDA and ROIC targets for fiscal 2013 and scheduled to vest on March 18, 2016, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below. The market value was computed by multiplying the number of such units by the closing market price of one share of our common stock on January 29, 2016.

(8) Represents PSUs, to be paid in an equal number of shares of our common stock, earned as a result of our performance versus certain adjusted EBITDA and ROIC targets for fiscal 2014 and scheduled to vest 50% per year on March 18, 2016 and March 18, 2017, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below. The market value was computed by multiplying the number of such units by the closing market price of one share of our common stock on January 29, 2016.

(9) Represents PSUs, to be paid in an equal number of shares of our common stock, earned as a result of our performance versus certain adjusted EBITDA and ROIC targets for fiscal 2015 and scheduled to vest 50% per year on April 1, 2017 and April 1, 2018, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below. The market value was computed by multiplying the number of units by the closing market price of one share of our common stock on January 29, 2016.

(10) Represents RSUs, to be paid in an equal number of shares of our common stock, which are scheduled to vest on March 18, 2016, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below. The market value was computed by multiplying the number of such units by the closing market price of one share of our common stock on January 29, 2016.

(11) Represents RSUs, to be paid in an equal number of shares of our common stock, which are scheduled to vest 50% per year on March 18, 2016 and March 18, 2017, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below. The market value was computed by multiplying the number of such units by the closing market price of one share of our common stock on January 29, 2016.

(12) Represents RSUs, to be paid in an equal number of shares of our common stock, which are scheduled to vest in three equal installments on April 1, 2016, April 1, 2017 and April 1, 2018, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below. The market value was computed by multiplying the number of such units by the closing market price of one share of our common stock on January 29, 2016.

(13) These options are part of a grant of time-based options with a vesting schedule of 25% per year on each of the first four anniversaries of December 3, 2014, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

(14) These options are part of a grant of time-based options with a vesting schedule of 25% per year on each of the first four anniversaries of December 2, 2015, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

(15) These options vested on August 25, 2013.

(16) These options vested in increments of 208 shares on April 3, 2013; 1,029 shares on April 22, 2013; 4,680 shares on July 11, 2013; 11,428 shares on August 25, 2013; and 749 shares on December 11, 2013.

(17) These options vested in increments of 6,516 shares on February 1, 2013; 13,422 shares on each of March 24, 2013, January 31, 2014 and March 24, 2014; and 2,237 shares on January 30, 2015.

(18) These options vested in increments of 1,072 shares on January 28, 2011; 1,286 shares on each of March 24, 2011, February 3, 2012 and March 24, 2012; 1,285 shares on each of February 1, 2013, March 24, 2013, January 31, 2014 and March 24, 2014; and 214 shares on January 30, 2015.

(19) These options are part of a grant of time-based options with a vesting schedule of 25% per year on each of the first four anniversaries of May 28, 2013, subject to certain accelerated vesting provisions as described in "Potential Payments upon Termination or Change in Control" below.

Option Exercises and Stock Vested During Fiscal 2015

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)(1)**	**Value Realized on Exercise ($)(2)**	**Number of Shares Acquired on Vesting (#)(3)**	**Value Realized on Vesting ($)(4)**
Mr. Vasos	—	—	9,414	709,937
Mr. Dreiling	398,880	13,206,896	296,797	21,638,854
Mr. Garratt	—	—	421	31,600
Mr. Tehle	48,779	1,399,187	6,902	521,179
Mr. Flanigan	28,449	1,437,362	8,283	624,837
Mr. Ravener	—	—	8,283	624,837
Ms. Taylor	—	—	2,509	188,803
Mr. Sparks	48,779	1,426,209	6,902	521,179

(1) Represents the gross number of option shares exercised, without deduction for shares that may have been surrendered or withheld to satisfy the exercise price or applicable tax withholding obligations.

(2) Value realized is calculated by multiplying the gross number of options exercised by the difference between the market price of our common stock on the date of exercise and the exercise price.

(3) Represents the gross number of shares acquired upon vesting of PSUs and RSUs, without deduction for shares that may have been withheld to satisfy applicable tax withholding obligations. For Mr. Dreiling, the reported amounts include shares underlying RSUs that vested on January 29, 2016 but are subject to delayed payment, including 57,670 RSUs scheduled to be paid 50% on March 17, 2016 and 50% on March 17, 2017, and 22,005 RSUs scheduled to be paid on July 30, 2016, in each case subject to certain accelerated payment provisions.

(4) Value realized is calculated by multiplying the gross number of shares vested by the closing market price of our common stock on the vesting date. As discussed in more detail in footnote 3, for Mr. Dreiling, the reported value realized includes the value associated with shares underlying RSUs that vested on January 29, 2016 but are subject to delayed payment.

Pension Benefits
Fiscal 2015

We have omitted the Pension Benefits table because it is inapplicable.

Nonqualified Deferred Compensation
Fiscal 2015

Information regarding each named executive officer's participation in our CDP/SERP Plan is included in the following table. The material terms of the CDP/SERP Plan are described after the table. Please also see "Benefits and Perquisites" in "Compensation Discussion and Analysis" above.

Name	Executive Contributions in Last FY ($)(1)	Registrant Contributions in Last FY ($)(2)	Aggregate Earnings in Last FY ($)(3)	Aggregate Withdrawals/ Distributions ($)(4)	Aggregate Balance at Last FYE ($)(5)
Mr. Vasos	46,330	32,115	(10,963)	—	533,614
Mr. Dreiling	62,387	322,977	18,456	—	2,880,653
Mr. Garratt	2,083	—	25	—	2,108
Mr. Tehle	15,479	5,270	(135,029)	(1,980,227)	0
Mr. Flanigan	21,869	65,541	(13,666)	—	618,838
Mr. Ravener	26,100	12,787	(10,107)	—	333,425
Ms. Taylor	2,188	52,521	(6,662)	—	208,177
Mr. Sparks	11,678	1,088	10	(116,204)	0

(1) All of the reported amounts for each named executive officer are reported in the Summary Compensation Table as "Salary" for 2015.

(2) Reported as "All Other Compensation" in the Summary Compensation Table.

(3) The amounts shown are not reported in the Summary Compensation Table because they do not represent above-market or preferential earnings.

(4) Each distribution was made following Messrs. Tehle's and Sparks's respective service termination pursuant to prior elections made under the CDP/SERP Plan.

(5) Of the amounts reported, the following were previously reported as compensation to the named executive officer for years prior to 2015 in a Summary Compensation Table: Mr. Vasos ($374,751); Mr. Dreiling ($2,183,084); Mr. Tehle ($1,475,241); Mr. Flanigan ($149,969); Mr. Ravener ($31,747); each of Mr. Garratt and Ms. Taylor ($0); and Mr. Sparks ($102,228).

Pursuant to the CDP, each named executive officer may annually elect to defer up to 65% of his base salary if his compensation exceeds the limit set forth in Section 401(a)(17) of the Internal Revenue Code, and up to 100% of his bonus pay if his compensation equals or exceeds the highly compensated limit under Section 414(q)(1)(B) of the Internal Revenue Code. We currently match base pay deferrals at a rate of 100%, up to 5% of annual salary, with annual salary offset by the amount of match-eligible salary under the 401(k) Plan. All named executive officers are 100% vested in all compensation and matching deferrals and earnings on those deferrals.

Pursuant to the SERP, we make an annual contribution equal to a certain percentage of a participant's annual salary and bonus to all participants who are actively employed in an eligible job grade on January 1 and continue to be employed as of December 31 of a given year. Persons hired after May 27, 2008, including Messrs. Vasos, Garratt, Ravener and Sparks, are not eligible to participate in the SERP. The contribution percentage is based on age, years of service and job grade. The fiscal 2015 contribution percentage was 9.5% for Mr. Dreiling and 7.5% for each of Mr. Flanigan and Ms. Taylor. Mr. Tehle was not eligible for a fiscal 2015 SERP contribution because he was not employed as of December 31, 2015. All applicable named executive officers are 100% vested in their respective SERP amounts.

The amounts deferred or contributed to the CDP/SERP Plan are credited to a liability account, which is then invested at the participant's option in an account that mirrors the performance of a fund or funds selected by the Compensation Committee or its delegate. Beginning on August 2, 2008, these funds are identical to the funds offered in our 401(k) Plan.

A participant who ceases employment with at least 10 years of service or after reaching age 50 and whose CDP account balance or SERP account balance exceeds $25,000 may elect for that account balance to be paid in cash by (a) lump sum, (b) monthly installments over a 5, 10 or 15-year period or (c) a combination of lump sum and installments. Otherwise, payment is made in a lump sum. The vested amount will be payable at the time designated by the CDP/SERP Plan upon the participant's termination of employment. A participant's CDP/SERP benefit normally is payable in the following February if employment ceases during the first 6 months of a calendar year or is payable in the following August if employment ceases during the last 6 months of a calendar year. However, participants may elect to receive an in-service lump sum distribution of vested amounts credited to the CDP account, provided that the date of distribution is no sooner than 5 years after the end of the year in which the amounts were deferred. In addition, a participant who is actively employed may request an "unforeseeable emergency hardship" in-service lump sum distribution of vested amounts credited to the participant's CDP account. Account balances are payable in cash.

As a result of our change in control which occurred in 2007, the CDP/SERP Plan liabilities through July 6, 2007 were fully funded into an irrevocable rabbi trust. We also funded into the rabbi trust deferrals into the CDP/SERP Plan between July 6, 2007 and October 15, 2007. All CDP/SERP Plan liabilities incurred on or after October 15, 2007 are unfunded.

Potential Payments upon Termination or Change in Control

Our agreements with our named executive officers and certain plans and programs in which our named executive officers participate, in each case as in effect at the end of our 2015 fiscal year, provide for benefits or payments upon certain employment termination or change in control events. These benefits and payments are discussed below except to the extent a benefit or payment is available generally to all salaried employees and does not discriminate in favor of our executive officers or to the extent already discussed under "Nonqualified Deferred Compensation Fiscal 2015" above. Because each of Messrs. Dreiling's, Tehle's and Sparks's employment ended on or before the end of our 2015 fiscal year, we discuss below only the payments each has received or will receive in connection therewith.

Payments to Mr. Dreiling

Mr. Dreiling retired on January 29, 2016. Pursuant to the terms of his employment transition agreement with us, effective March 10, 2015, Mr. Dreiling was entitled to receive a fiscal 2015 Teamshare bonus payment to the extent earned as a result of the achievement of the fiscal 2015 financial performance goal and payable at the same time as payments are made to other Teamshare participants as discussed in "Compensation Discussion and Analysis" and reflected in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table.

Mr. Dreiling's outstanding stock options, 2013 PSUs and 2014 PSUs (defined below), and RSUs (other than the Transition RSU Award) were treated as described below under "Payments Upon Termination Due to Retirement."

The Transition RSU Award fully vested on January 29, 2016 and is scheduled to be paid as to 50% of the award on each of the first two anniversaries of the March 17, 2015 grant date, subject to reduction, cancellation, forfeiture or recoupment, in whole or in part, upon various events specified in the award agreement, including the breach of any of the business protection provisions set forth in his employment transition agreement. Such RSUs are subject to accelerated payment in the event of death or disability (in which event payment will be made within 90 days following such event) or a change in control (in which event the payment will be made upon the change in control), in each case prior to an originally scheduled payment date. Disability and change in control are defined in the equity award agreement.

Finally, upon his retirement Mr. Dreiling forfeited the unvested portion of the performance-based restricted stock awarded to him in 2012.

Mr. Dreiling is subject to various business protection provisions substantially as described for the other named executive officers below under "Payments Upon Voluntary Termination—Voluntary Termination with Good Reason or After Failure to Renew the Employment Agreement."

Payments to Mr. Tehle

Mr. Tehle's service termination date was June 30, 2015, and his departure was treated as a voluntary termination without good reason under all applicable plans and agreements. His outstanding equity awards were treated as described below under "Payments Upon Voluntary Termination—Voluntary Termination without Good Reason."

Payments to Mr. Sparks

Mr. Sparks' service termination date was June 9, 2015. He received or will receive severance payments and benefits, and his outstanding equity awards were treated, as described under "Payments Upon Involuntary Termination—Involuntary Termination without Cause."

Payments Upon Termination Due to Death or Disability

Pre-2012 Equity Awards. Mr. Ravener and Ms. Taylor have options outstanding that were granted prior to 2012. All such options are fully vested and generally may be exercised for a period of one year from termination of employment due to death or disability (as defined in the applicable award agreement) unless such options have expired earlier.

Post-2011 Equity Awards. If a named executive officer's employment with us terminates due to death or disability (as defined in the applicable award agreement):

- Stock Options. Any outstanding unvested stock option shall become immediately vested and exercisable with respect to 100% of the shares subject to the option immediately prior to such event, and such vested options may be exercised until the first anniversary of the employment termination date.
- Performance Share Units. PSUs were awarded in fiscal 2013 ("2013 PSUs"), fiscal 2014 ("2014 PSUs") and, except for Mr. Dreiling, fiscal 2015 ("2015 PSUs") to each named executive who was employed by us at the time of the applicable award.
    - ✓ If such termination had occurred before January 29, 2016 for the 2015 PSUs, a pro-rated portion (based on months employed during the one year performance period) of one-third of the 2015 PSUs earned based on performance during the entire performance period would have become vested and nonforfeitable (unless previously vested or forfeited) as of January 29, 2016 and would have been paid on April 1, 2016. If such termination had occurred on or after January 29, 2016 for the 2015 PSUs and before April 1, 2016, the participant would have received the one-third of the 2015 PSUs earned that are described above, without proration.
    - ✓ If such termination occurs after March 18, 2014 for the 2013 PSUs, March 18, 2015 for the 2014 PSUs or April 1, 2016 for the 2015 PSUs, any remaining earned

but unvested PSUs from such awards shall become vested and nonforfeitable as of the date of such event and shall be paid within 30 days thereafter. Otherwise, any earned but unvested PSUs from such awards shall be forfeited and cancelled on the date of the termination of employment.

- Restricted Stock Units. Any outstanding RSUs will become fully vested and nonforfeitable upon such death or disability and will be paid within 30 days (for RSUs granted prior to 2015) or 90 days (for RSUs granted in 2015) following the date of death or disability.

Other Payments. In the event of death, a named executive officer's beneficiary will receive payments under our group life insurance program in an amount, up to a maximum of $3 million, equal to 2.5 times such officer's annual base salary. In addition, in the event of disability (as defined in the governing document), a named executive officer would receive 60% of covered monthly earnings up to $20,000 per month under our long-term disability insurance program. In the event of death or disability (as defined in the CDP/SERP Plan), a named executive officer's CDP/SERP Plan benefit will become fully vested (to the extent not already vested) and will be payable in a lump sum within 60 days after the end of the calendar quarter in which such termination event occurs, provided that we may delay payment in the event of disability until as soon as reasonably practicable after receipt of the disability determination by the Social Security Administration. Additionally, in the event of death on or after the last day of a fiscal year, a named executive officer will receive payment for his or her incentive bonus earned for that fiscal year under the terms of our Teamshare program (which otherwise generally requires that a participant remain employed on the payment date to be entitled to any incentive bonus earned for that fiscal year).

Payments Upon Termination Due to Retirement

Except as provided immediately below with respect to stock options, PSUs and RSUs awarded after 2011, retirement (as defined in the applicable governing document) is not treated differently from any other voluntary termination without good reason (as defined under the relevant agreements, and as discussed below under "Payments Upon Voluntary Termination") under any of our plans or agreements for named executive officers.

In the event a named executive officer retires:

- Stock Options. The portion of the stock options that would have become vested and exercisable within the one year period following the retirement date if such officer had remained employed with us shall remain outstanding for a period of one year following the retirement date and shall become vested and exercisable on the anniversary of the grant date that falls within the one year period following the retirement date (but only to the extent such portion has not otherwise terminated or become exercisable). However, if during such one year period a change in control occurs or the officer dies or incurs a disability, such portion shall instead become immediately vested and exercisable (but only to the extent such portion has not otherwise terminated). Otherwise, any option which is unvested and unexercisable on the termination date shall immediately expire without payment. The officer may exercise the option to the extent vested and exercisable any time prior to the fifth anniversary of the retirement date, but no later than the 10th anniversary of the grant date.

- Performance Share Units.

    ✓ For the 2015 PSUs, if such retirement had occurred before January 29, 2016, or on or after January 29, 2016 and before April 1, 2016, the vesting and payment of PSUs from such award would have been identical to the vesting and payment of

PSUs in the death and disability scenarios discussed above for the 2015 PSUs during these time periods.

- ✓ If such retirement had occurred after March 19, 2015 but before March 18, 2016 for the 2014 PSUs or occurs after April 2, 2016 but before April 1, 2017 for the 2015 PSUs, an additional one-third of earned PSUs from such awards would become vested and nonforfeitable and would be paid on the retirement date. If such retirement occurs after March 19, 2015 but before March 18, 2016 for the 2013 PSUs, after March 19, 2016 but before March 18, 2017 for the 2014 PSUs, and after April 2, 2017 but before April 1, 2018 for the 2015 PSUs, an additional one-third of earned PSUs from such awards would become vested and nonforfeitable and would be paid on the retirement date. Otherwise, any earned but unvested PSUs from such awards shall be forfeited and cancelled on the retirement date.

- Restricted Stock Units. The one-third of the outstanding RSUs that would have become vested and nonforfeitable on the next immediately following vesting date if such officer had remained employed through such date will become vested and nonforfeitable upon such retirement (provided that if the retirement occurs on a vesting date no accelerated vesting will occur, but rather the officer shall be entitled only to the portion of the RSUs that were scheduled to vest on such vesting date) and will be paid six months and one day following the retirement date.

Payments Upon Voluntary Termination

The payments to be made to a named executive officer upon voluntary termination vary depending upon whether the resignation occurs with or without "good reason" (as defined in the applicable agreement) or after our failure to offer to renew, extend or replace the applicable employment agreement under certain circumstances.

Voluntary Termination with Good Reason or After Failure to Renew the Employment Agreement. If a named executive officer resigns with good reason (as defined in the applicable equity award agreement), he or she will forfeit all then unvested equity awards and generally may exercise any vested options up to 90 days following the resignation date, but in no event later than the 10^{th} anniversary of the grant date. To the extent Mr. Vasos exercises prior to June 3, 2020 any of the options awarded on June 3, 2015, he will be required to hold any net shares acquired upon the exercise until June 3, 2020. If a named executive officer resigns under the circumstances described in (2) below, his or her equity will be treated as described under "Voluntary Termination without Good Reason" below.

If a named executive officer resigns (1) with good reason (as defined in the applicable employment agreement) after giving 30 days (90 days in the case of Mr. Vasos) written notice within 30 days after the event purported to give rise to the claim for good reason and opportunity for us to cure any such claimed event within 30 days after receiving such notice, or (2) within 60 days (90 days in the case of Mr. Vasos) of our failure to offer to renew, extend or replace his or her employment agreement before, at or within 6 months (one year in the case of Mr. Vasos) after the end of the agreement's term (unless we enter into a mutually acceptable severance arrangement or the resignation is a result of the named executive officer's retirement or termination other than for good reason), then in each case the named executive officer will receive the following benefits generally on or beginning on the 60^{th} day after termination of employment but contingent upon the execution and effectiveness of a release of certain claims against us and our affiliates in the form attached to the employment agreement:

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- Continuation of base salary, generally as in effect immediately before the termination, for 24 months payable in accordance with our normal payroll cycle and procedures. With the exception of Mr. Vasos, the amount of any payment or entitlement to payment of the base salary continuation shall be forfeited or, if paid, subject to recovery if and to the extent any base salary is earned as a result of subsequent employment during the 24 months after the termination date.
- A lump sum payment of two times the average percentage of the named executive officer's target bonus paid or to be paid to employees at the same job grade level as the named executive officer (if any) under the annual bonus program for officers for the two fiscal years immediately preceding the fiscal year in which the termination date occurs (for Mr. Vasos, such lump sum payment instead will equal two times his annual target bonus in respect of the fiscal year in which his termination occurs). Mr. Vasos also will receive a lump sum payment, payable when annual bonuses are paid to our other senior executives, of a pro-rata portion of the annual bonus, if any, that he would have been entitled to receive for the fiscal year of termination, if such termination had not occurred, based on our performance for the fiscal year in which his employment terminates, multiplied by a fraction, the numerator of which is the number of days during which he was employed by us in the fiscal year and the denominator of which is 365.
- A lump sum payment of two times our annual contribution that would have been made in respect of the plan year in which such termination occurs for the named executive officer's participation in our pharmacy, medical, dental and vision benefits programs.
- Reasonable outplacement services for one year or, if earlier, until subsequent employment.

Note that any amounts owed to a named executive officer in the form of salary continuation that would otherwise have been paid during the 60 day period after employment termination will instead be payable in a single lump sum on the 60th day after such termination date and the remainder will be paid in the form of salary continuation payments over the remaining 24 month period as set forth above.

However, in certain cases, some or all of the payments and benefits provided on termination of employment may be delayed for six months following termination to comply with the requirements of Section 409A of the Internal Revenue Code. Any payment required to be delayed would be paid at the end of the six-month period in a lump sum, and any payments due after the six-month period would be paid at the normal payment date provided for under the applicable employment agreement.

The named executive officer will forfeit any unpaid severance amounts, and we retain any other rights we have available under law or equity, upon a material breach of any continuing obligation under the applicable employment agreement or the release, which include the following business protection provisions:

- The named executive officer must maintain the confidentiality of, and refrain from disclosing or using, our (a) trade secrets for any period of time as the information remains a trade secret under applicable law and (b) confidential information for a period of two years following the employment termination date.
- For a period of two years after the employment termination date, the named executive officer may not accept or work in a "competitive position" within any state in which we maintain stores at the time of his or her termination date or any state in which we have specific plans to open stores within six months of that date. For this purpose, "competitive position" means any employment, consulting, advisory, directorship, agency, promotional or independent contractor arrangement between the named executive officer and any person engaged wholly or in material part in the business in which we are engaged (including, but

not limited to, those entities identified in the applicable employment agreement), or any person then planning to enter the discount consumable basics retail business, if the named executive officer is required to perform services which are substantially similar to those he or she provided or directed at any time while employed by us.

- For a period of two years after the employment termination date, the named executive officer may not actively recruit or induce any of our exempt employees to cease employment with us.
- For a period of two years after the employment termination date, the named executive officer may not solicit or communicate with any person or entity who has a business relationship with us and with whom the named executive officer had contact while employed by us, if it would likely interfere with our business relationships or result in an unfair competitive advantage over us.

Voluntary Termination without Good Reason. If a named executive officer resigns without good reason, he or she will forfeit all then unvested equity awards and all vested but unexercised options that were granted prior to 2012. The named executive officer generally may exercise any vested options that were granted after 2011 up to 90 days following the resignation date, but in any event prior to the 10th anniversary of the grant date. To the extent Mr. Vasos exercises prior to June 3, 2020 any of the options awarded on June 3, 2015, he will be required to hold any net shares acquired upon the exercise until June 3, 2020.

Payments Upon Involuntary Termination

The payments to be made to a named executive officer upon involuntary termination vary depending upon whether termination is with or without "cause" (as defined in each named executive officer's employment agreement or equity award agreement, as applicable).

Involuntary Termination for Cause. Upon an involuntary termination for cause, a named executive officer will forfeit all unvested equity grants and all vested but unexercised options.

Involuntary Termination without Cause. Upon an involuntary termination without cause, a named executive officer:

- Will forfeit all then unvested equity awards.
- Generally may exercise any vested options up to 90 days following the termination date, but in any event prior to the 10th anniversary of the grant date. To the extent Mr. Vasos exercises prior to June 3, 2020 any of the options awarded on June 3, 2015, he will be required to hold any net shares acquired upon the exercise until June 3, 2020.
- Will receive the same severance payments and benefits on the same terms and conditions (except for the notice and cure provisions) as described under "Voluntary Termination with Good Reason or After Failure to Renew the Employment Agreement" above.

Payments After a Change in Control

Upon a change in control (as defined under the applicable governing document), regardless of whether the named executive officer's employment terminates:

- All options will vest and become immediately exercisable as to 100% of the shares subject to such options immediately prior to the change in control.
- If the change in control occurs on or before the completion of the applicable performance period, and the named executive officer has remained continuously employed until the

change in control, all unvested PSUs that have not previously been forfeited will immediately be deemed earned at the target level and shall vest, become nonforfeitable and be paid upon the change in control.

- If the change in control occurs after completion of the applicable performance period, and the named executive officer has remained continuously employed until the change in control, all previously earned but unvested PSUs that have not previously been forfeited will immediately vest, become nonforfeitable and be paid upon the change in control.
- All outstanding RSUs will become vested and nonforfeitable and will be paid upon the change in control.
- All CDP/SERP Plan benefits will become fully vested (to the extent not already vested).

Upon an involuntary termination without cause or a resignation for good reason following the change in control, a named executive officer will receive the same severance payments and benefits as described above under "Voluntary Termination with Good Reason or After Failure to Renew the Employment Agreement." However, a named executive officer will have one year from the termination date in which to exercise vested options that were granted after 2011 if he or she resigns or is involuntarily terminated within two years of the change in control under any scenario other than retirement or involuntary termination with cause (in which respective cases, he or she will have five years from the retirement date to exercise vested options and will forfeit any vested but unexercised options held at the time of the termination with cause).

In the event of a change in control as defined in Section 280G of the Internal Revenue Code, each named executive officer's employment agreement provides for capped payments (taking into consideration all payments and benefits covered by Section 280G of the Internal Revenue Code) of $1 less than the amount that would trigger the "golden parachute" excise tax under federal income tax rules (the "excise tax") unless he or she signs a release and the after-tax benefit would be at least $50,000 more than it would be without the payments being capped. In such case, such officer's payments and benefits would not be capped and such officer would be responsible for the payment of the excise tax. We would not pay any additional amount to cover the excise tax.

Except for Messrs. Dreiling and Sparks, for whom a separate table is provided below to reflect actual payments based upon their respective termination scenarios, and Mr. Tehle, who is not included in the table because he received no such payments as a result of his service termination, the following table reflects potential payments to each named executive officer in various termination and change in control scenarios based on compensation, benefit, and equity levels in effect on, and assuming the scenario was effective as of, January 29, 2016. For stock valuations, we have used the closing price of our stock on the NYSE on January 29, 2016 ($75.06). The tables below report only amounts that are increased, accelerated or otherwise paid or owed as a result of the applicable scenario and, as a result, exclude earned but unpaid base salary through the employment termination date and equity awards and CDP/SERP Plan benefits that had vested prior to the event. For more information regarding the CDP/SERP Plan benefits, see "Nonqualified Deferred Compensation Fiscal 2015" above. The tables also exclude any amounts that are available generally to all salaried employees and do not discriminate in favor of our executive officers. Other than with respect to Messrs. Dreiling and Sparks, the amounts shown are merely estimates. We cannot determine actual amounts to be paid until a termination or change in control scenario occurs.

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Potential Payments to Named Executive Officers Upon Occurrence of Various Termination Events as of January 29, 2016

Name/Item	Death ($)	Disability ($)	Retirement ($)[1]	Voluntary Without Good Reason ($)	Involuntary Without Cause or Voluntary With Good Reason ($)	Involuntary With Cause ($)	Change in Control ($)
Mr. Vasos							
Equity Vesting Due to Event	2,476,593	2,476,593	n/a	n/a	n/a	n/a	2,910,140
Cash Severance	956,548	n/a	n/a	n/a	4,956,548	n/a	4,956,548
Health Payment	n/a	n/a	n/a	n/a	10,623	n/a	10,623
Outplacement[2]	n/a	n/a	n/a	n/a	8,500	n/a	8,500
Life Insurance Proceeds	2,500,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	**5,933,141**	**2,476,593**	**n/a**	**n/a**	**4,975,671**	**n/a**	**7,885,811**
Mr. Garratt							
Equity Vesting Due to Event	233,181	233,181	n/a	n/a	n/a	n/a	292,178
Cash Severance	199,223	n/a	n/a	n/a	1,275,716	n/a	1,275,716
Health Payment	n/a	n/a	n/a	n/a	20,822	n/a	20,822
Outplacement[2]	n/a	n/a	n/a	n/a	8,500	n/a	8,500
Life Insurance Proceeds	1,250,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	**1,682,404**	**233,181**	**n/a**	**n/a**	**1,305,038**	**n/a**	**1,597,217**
Mr. Flanigan							
Equity Vesting Due to Event	2,030,184	2,030,184	1,270,082	n/a	n/a	n/a	2,348,138
Cash Severance	340,439	n/a	n/a	n/a	1,223,695	n/a	1,223,695
Health Payment	n/a	n/a	n/a	n/a	10,623	n/a	10,623
Outplacement[2]	n/a	n/a	n/a	n/a	8,500	n/a	8,500
Life Insurance Proceeds	1,200,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	**3,570,623**	**2,030,184**	**1,270,082**	**n/a**	**1,242,818**	**n/a**	**3,590,956**
Mr. Ravener							
Equity Vesting Due to Event	2,030,184	2,030,184	n/a	n/a	n/a	n/a	2,348,138
Cash Severance	372,291	n/a	n/a	n/a	1,338,186	n/a	1,338,186
Health Payment	n/a	n/a	n/a	n/a	20,102	n/a	20,102
Outplacement[2]	n/a	n/a	n/a	n/a	8,500	n/a	8,500
Life Insurance Proceeds	1,312,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	**3,714,475**	**2,030,184**	**n/a**	**n/a**	**1,366,788**	**n/a**	**3,714,925**
Ms. Taylor							
Equity Vesting Due to Event	809,535	809,535	n/a	n/a	n/a	n/a	1,041,245
Cash Severance	362,026	n/a	n/a	n/a	1,339,502	n/a	1,339,502
Health Payment	n/a	n/a	n/a	n/a	19,705	n/a	19,705
Outplacement[2]	n/a	n/a	n/a	n/a	8,500	n/a	8,500
Life Insurance Proceeds	1,313,000	n/a	n/a	n/a	n/a	n/a	n/a
Total	**2,484,561**	**809,535**	**n/a**	**n/a**	**1,367,707**	**n/a**	**2,408,953**

(1) Mr. Flanigan was the only named executive officer other than Mr. Dreiling who was eligible for retirement on January 29, 2016.

(2) Estimated based on information provided by our outplacement services provider.

Proxy

Actual Payments to Messrs. Dreiling and Sparks

Mr. Dreiling[1]	Payments in Connection with Retirement
Equity Vesting Due to Event	$10,467,726
Fiscal 2015 Teamshare Payout	$ 1,942,422
Cash Severance	n/a
Health Continuation	n/a
Outplacement	n/a
Life Insurance Proceeds	n/a
Total	**$12,410,148**

Mr. Sparks[2]	Payments in Connection with Involuntary Termination Without Cause
Equity Vesting Due to Event	n/a
Cash Severance	$1,676,348
Health Payment	$ 19,234
Outplacement	$ 10,000
Life Insurance Proceeds	n/a
Total	**$1,705,582**

(1) See "Payments to Mr. Dreiling" above.

(2) See "Payments to Mr. Sparks" above.

Compensation Committee Interlocks and Insider Participation

Each of Messrs. Bryant and Rhodes and Ms. Fili-Krushel was a member of our Compensation Committee during 2015. None of these persons (1) was at any time during 2015 an officer or employee of Dollar General or any of our subsidiaries; (2) was at any time prior to 2015 an officer of Dollar General or any of our subsidiaries; or (3) had any relationship requiring disclosure under the section of this document entitled "Transactions with Management and Others." Also, none of our executive officers serves, or in the past fiscal year has served, as a director of, or as a member of the compensation committee (or other board committee performing equivalent functions) of, any entity that has one or more of its executive officers serving as a director of Dollar General or as a member of our Compensation Committee.

Compensation Risk Considerations

In December 2015, our Compensation Committee, with input from its compensation consultant and management, reviewed our compensation policies and practices for all employees, including executive officers, to assess the risks that may arise from our compensation programs. The assessment included a review of our compensation programs for certain design features which could potentially encourage excessive risk-taking or otherwise generate risk to Dollar General. As a result of that assessment, the Compensation Committee concluded, after considering the degree to which identified risk-aggravating factors were offset by risk-mitigating factors, that the net risks created by our overall compensation program were not reasonably likely to have a material adverse effect on Dollar General. The Compensation Committee rolled forward this assessment in March 2016 to consider any changes to the compensation program since December 2015 and reached the same conclusion as it reached in December 2015.

SECURITY OWNERSHIP

For purposes of the tables below, a person is a "beneficial owner" of a security over which that person has or shares voting or investment power or which that person has the right to acquire beneficial ownership within 60 days. Unless otherwise noted, to our knowledge these persons have sole voting and investment power over the shares listed. Percentage computations are based on 286,669,916 shares of our common stock outstanding as of March 17, 2016.

Security Ownership of Certain Beneficial Owners

The following table shows the amount of our common stock beneficially owned as of March 17, 2016 by those known by us to beneficially own more than 5% of our common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock, Inc.(1)	25,701,473	9.0%
GIC Private Limited(2)	22,673,678	7.9%
The Vanguard Group(3)	20,122,432	7.0%

(1) BlackRock, Inc., through various subsidiaries, has sole power to vote or direct the vote of 22,776,178 shares and sole power to dispose or direct the disposition of 25,701,473 shares. The address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055. All information is based solely on Amendment No. 1 to Statement on Schedule 13G filed on January 26, 2016.

(2) GIC Private Limited ("GIC") is a fund manager with two clients—the Government of Singapore ("GoS") and the Monetary Authority of Singapore ("MAS"). Under the investment management agreement with GoS, GIC has been given the sole discretion to exercise the voting rights attached to, and the disposition of, any shares managed on behalf of GoS. As such, GIC has the sole power to vote and dispose of the 17,057,026 securities beneficially owned by it. GIC shares power to vote and dispose of 5,616,152 securities beneficially owned by it with MAS. GIC disclaims membership in a group. The address of GIC is 168, Robinson Road, #37-01, Capital Tower, Singapore 068912. All information is based solely on Amendment No. 1 to Statement on Schedule 13G filed on February 2, 2016.

(3) The Vanguard Group has sole power to vote or direct the vote over 555,340 shares, shared power to vote or direct the vote over 30,500 shares, sole power to dispose or direct the disposition of 19,543,480 shares, and shared power to dispose or direct the disposition of 578,952 shares. Vanguard Fiduciary Trust Company, a wholly owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 458,352 shares as a result of its serving as investment manager of collective trust accounts, and Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 217,588 shares as a result of its serving as investment manager of Australian investment offerings. The address of The Vanguard Group is 100 Vanguard Blvd, Malvern, Pennsylvania 19355. All information is based solely on Amendment No. 2 to Statement on Schedule 13G filed on February 11, 2016.

Proxy

Security Ownership of Officers and Directors

The following table shows the amount of our common stock beneficially owned as of March 17, 2016 by our current directors and our named executive officers individually and by our current directors and all of our current executive officers as a group. Unless otherwise noted, these persons may be contacted at our executive offices.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Warren F. Bryant[(1)(2)]	25,357	*
Michael M. Calbert[(1)(2)(3)]	69,371	*
Sandra B. Cochran[(1)(2)]	12,107	*
Patricia D. Fili-Krushel[(1)]	10,735	*
Paula A. Price[(1)(2)]	3,446	*
William C. Rhodes, III[(1)(2)(4)]	41,342	*
David B. Rickard[(1)(2)]	25,573	*
Todd J. Vasos[(1)]	144,601	*
Richard W. Dreiling[(1)]	152,049	*
John W. Garratt[(1)]	4,586	*
David M. Tehle	—	—
John W. Flanigan[(1)]	53,877	*
Robert D. Ravener[(1)]	168,885	*
Rhonda M. Taylor[(1)]	37,853	*
Gregory A. Sparks	—	—
All current directors and executive officers as a group (15 persons)[(1)(2)(3)(4)]	630,172	*

* Denotes less than 1% of class.

(1) Includes the following number of shares underlying RSUs (including additional RSUs credited as a result of dividend equivalents earned with respect to the RSUs) that are or could be settleable within 60 days of March 17, 2016 over which the person will not have voting or investment power until the RSUs are settled: Mr. Bryant (3,011); Mr. Calbert (4,179); Ms. Cochran (2,050); Ms. Price and Mr. Rhodes (1,682); Mr. Rickard (5,190); Mr. Vasos (6,332); Mr. Garratt (403); Messrs. Flanigan and Ravener (5,223); Ms. Taylor (2,086); and all current directors and executive officers as a group (38,651). Also includes the following number of shares subject to options either currently exercisable or exercisable within 60 days of March 17, 2016 over which the person will not have voting or investment power until the options are exercised: each of Messrs. Bryant, Calbert and Rhodes (15,088); Ms. Cochran (6,426); Ms. Fili-Krushel (6,255); Ms. Price (1,201); Mr. Rickard (14,845); Mr. Vasos (89,661); Mr. Dreiling (135,311); Mr. Garratt (3,762); Mr. Flanigan (38,352); Mr. Ravener (150,385); Ms. Taylor (30,808); and all current directors and executive officers as a group (402,636). Further includes the following number of shares underlying earned PSUs that are or could be settleable within 60 days of March 17, 2016 over which the person will not have voting or investment power until the PSUs are settled: Mr. Vasos (4,991); Mr. Garratt (421); Mr. Flanigan (6,920); Mr. Ravener (3,887); Ms. Taylor (1,977); and all current directors and executive officers as a group (19,380). The shares described in this note are considered outstanding for the purpose of computing the percentage of outstanding stock owned by each named person and by the group but not for the purpose of computing the percentage ownership of any other person.

(2) Share totals have been rounded to the nearest whole share to simplify reporting.

(3) Mr. Calbert shares voting and investment power over 38,000 shares with his spouse, Barbara Calbert, as co-trustee of The Michael and Barbara Calbert 2007 Joint Revocable Trust.

(4) Mr. Rhodes shares voting and investment power over 23,597 shares with his spouse, Amy Rhodes, as power of attorney of The Amy Plunkett Rhodes Revocable Living Trust, dated July 30, 2014.

AUDIT COMMITTEE REPORT

The Audit Committee of our Board of Directors has:

- reviewed and discussed with management the audited financial statements for the fiscal year ended January 29, 2016,
- discussed with Ernst & Young LLP, our independent registered public accounting firm, the matters required to be discussed by the Statement on Auditing Standards No. 16, *Communication with Audit Committees*, as adopted by the Public Company Accounting Oversight Board,
- received the written disclosures and the letter from Ernst & Young LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and
- discussed with Ernst & Young LLP their independence from Dollar General and its management.

Based on these reviews and discussions, the Audit Committee unanimously recommended to the Board of Directors that Dollar General's audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended January 29, 2016 for filing with the SEC.

While the Audit Committee has the responsibilities and powers set forth in its charter, the Audit Committee does not have the duty to plan or conduct audits or to determine that Dollar General's financial statements are complete, accurate, or in accordance with generally accepted accounting principles. Dollar General's management and independent auditor have this responsibility. The Audit Committee also does not have the duty to assure compliance with laws and regulations or with the policies of the Board of Directors.

This report has been furnished by the members of the Audit Committee:

- David B. Rickard, Chairman
- Warren F. Bryant
- Sandra B. Cochran
- Paula A. Price

The above Audit Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Dollar General filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent Dollar General specifically incorporates this report by reference therein.

PROPOSAL 2:
RATIFICATION OF APPOINTMENT OF AUDITORS

Who is responsible for the selection of the independent auditor?

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent auditor that is retained to audit our financial statements.

Was the Audit Committee involved in the lead audit partner selection process?

Yes. Prior to the selection of the current lead audit partner, the Chairman of the Audit Committee interviewed the lead audit partner candidates, and the Audit Committee discussed with management such candidates' qualifications and experience.

Does the Audit Committee evaluate the independent auditor and the lead audit partner?

Yes. The Audit Committee annually evaluates the lead audit partner, as well as the independent auditor's qualifications, performance and independence. The evaluation, which includes the input of management, entails consideration of a broad range of factors, including the quality of services and sufficiency of resources that have been provided; the skills, knowledge and experience of the firm and the audit team; the effectiveness and sufficiency of communications and interactions; independence and level of objectivity and professional skepticism; reasonableness of fees; and other factors.

Who has the Audit Committee selected as the independent registered public accounting firm?

After conducting the evaluation process discussed above, the Audit Committee selected Ernst & Young LLP as our independent auditor for the 2016 fiscal year. Ernst & Young LLP has served in that capacity since October 2001. The Audit Committee and the Board of Directors believe that the continued retention of Ernst & Young LLP is in the best interests of Dollar General and our shareholders.

Will representatives of Ernst & Young LLP attend the annual meeting?

Representatives of Ernst & Young LLP have been requested and are expected to attend the annual meeting. These representatives will have the opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions.

What does the Board of Directors recommend?

Our Board unanimously recommends that you vote **FOR** the ratification of Ernst & Young LLP as our independent auditor for the 2016 fiscal year. The Audit Committee is not bound by a vote either for or against the firm. If the shareholders do not ratify this appointment, our Audit Committee will consider that result in selecting our independent auditor in the future.

FEES PAID TO AUDITORS

What fees were paid to the independent auditor in 2015 and 2014?

The table below lists the aggregate fees for professional audit services rendered to us by Ernst & Young LLP for the audit of our consolidated financial statements for the past two fiscal years and fees billed for other services rendered by Ernst & Young LLP during the past two fiscal years:

Service	2015 Aggregate Fees Billed ($)	2014 Aggregate Fees Billed ($)
Audit Fees(1)	2,272,623	2,071,205
Audit-Related Fees(2)	32,000	30,000
Tax Fees(3)	1,910,042	1,652,136
All Other Fees(4)	1,995	1,920

(1) Represents for each fiscal year the aggregate fees billed for professional services for the audit of our annual financial statements and review of financial statements included in our Forms 10-Q and services that are normally provided in connection with statutory and regulatory filings or engagements.

(2) Represents for each fiscal year the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. The fees for each year relate to the employee benefit plan audit.

(3) 2015 and 2014 fees relate primarily to tax compliance services, which represented $1,805,042 and $1,547,136 in 2015 and 2014, respectively, for work related to work opportunity tax credit assistance and foreign sourcing offices' tax compliance. The remaining tax fees for each such year are for tax advisory services related to inventory.

(4) 2015 and 2014 fees are for a subscription fee to an on-line accounting research tool.

How does the Audit Committee pre-approve services provided by the independent auditor?

The Audit Committee pre-approves all audit and permissible non-audit services provided by our independent auditor. Where feasible, the Committee considers and, when appropriate, pre-approves services at regularly scheduled meetings after disclosure by management and the independent auditor of the nature of the proposed services, the estimated fees (when available), and their opinions that the services will not impair the independence of the independent auditor. The Committee's Chairman (or any Committee member if the Chairman is unavailable) may pre-approve such services between Committee meetings, and must report to the Committee at its next meeting with respect to all services so pre-approved. The Committee pre-approved 100% of the services provided by Ernst & Young LLP during 2015 and 2014.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The U.S. securities laws require our executive officers, directors, and greater than 10% shareholders to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. Based solely upon a review of these reports furnished to us during and with respect to 2015, or written representations that no Form 5 reports were required, we believe that each of those persons filed, on a timely basis, the reports required by Section 16(a) of the Exchange Act, except that (1) Ms. Price filed 1 late Form 4 to report 1 open market purchase of shares of Dollar General common stock; and (2) as a result of an administrative oversight, Mr. Vasos filed 1 late Form 4 to correct the number of shares of Dollar General common stock underlying an RSU and stock option grant and the number of securities beneficially owned after such transaction, which were previously incorrectly reported on a timely-filed Form 4.

SHAREHOLDER PROPOSALS FOR 2017 ANNUAL MEETING

To be considered for inclusion in our proxy materials relating to the 2017 annual meeting of shareholders, eligible shareholders must submit proposals that comply with relevant SEC regulations for our receipt by December 9, 2016. To introduce other new business at the 2017 annual meeting, you must deliver written notice to us no earlier than the close of business on January 25, 2017 and no later than the close of business on February 24, 2017, and comply with the advance notice provisions of our Bylaws. If we do not receive a properly submitted shareholder proposal by February 24, 2017, then the proxies held by our management may provide the discretion to vote against such shareholder proposal even though the proposal is not discussed in our proxy materials sent in connection with the 2017 annual meeting of shareholders.

Shareholder proposals should be mailed to Corporate Secretary, Dollar General Corporation, 100 Mission Ridge, Goodlettsville, Tennessee 37072. Shareholder proposals that are not included in our proxy materials will not be considered at any annual meeting of shareholders unless such proposals have complied with the requirements of our Bylaws.

Appendix A

Subset of Companies from Aon Hewitt Total Compensation Measurement™ (TCM) Database Used for Certain Officers

Academy Sports & Outdoors, Ltd.
ANN INC.
Belk, Inc.
Best Buy Co., Inc.
BJ's Wholesale Club, Inc.
The Bon-Ton Stores
Brinker International Inc.
CDW Corporation
The Children's Place Retail Stores
Coach, Inc.
CVS
Delhaize America
Domino's Pizza, Inc.
DSW Inc.
Eddie Bauer Inc.
Follett Corporation
FTD, Inc.
Genuine Parts Company
The Home Depot, Inc.
Hot Topic, Inc.
Hy-Vee, Inc.
J. C. Penney Company, Inc.
Jack in the Box Inc.
Jo-Ann Stores, LLC
The Kroger Co.
L.L. Bean, Inc.
Lowe's Companies, Inc.
Macy's Inc.
McDonald's Corporation
Meijer, Inc.
The Neiman Marcus Group, Inc.
Office Depot, Inc.
OfficeMax Incorporated
Papa John's International, Inc.
PetSmart, Inc.
Pier 1 Imports, Inc.
PVH Corp.
Rent-A-Center
Rite Aid Corporation
Safeway Inc.
Sears Holdings Corporation
Sonic Automotive, Inc.
Starbucks Corporation
SUPERVALU INC.
Target Corporation
Ulta Salon, Cosmetics & Fragrance, Inc.
Wal-Mart Stores, Inc.
Walgreen Company
Wegmans Food Markets, Inc.
The Wendy's Company
Williams-Sonoma, Inc.
YUM Brands, Inc.
Zale Corporation

DOLLAR GENERAL®

10-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended January 29, 2016

Commission file number: 001-11421

DOLLAR GENERAL CORPORATION

(Exact name of registrant as specified in its charter)

TENNESSEE	**61-0502302**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

100 MISSION RIDGE
GOODLETTSVILLE, TN 37072
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(615) 855-4000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of the exchange on which registered
Common Stock, par value $0.875 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate fair market value of the registrant's common stock outstanding and held by non-affiliates as of July 31, 2015 was $23.66 billion calculated using the closing market price of our common stock as reported on the NYSE on such date ($80.37). For this purpose, directors, executive officers and greater than 10% record shareholders are considered the affiliates of the registrant.

The registrant had 286,468,872 shares of common stock outstanding as of March 15, 2016.

DOCUMENTS INCORPORATED BY REFERENCE

Certain of the information required in Part III of this Form 10-K is incorporated by reference to the Registrant's definitive proxy statement to be filed for the Annual Meeting of Shareholders to be held on May 25, 2016.

INTRODUCTION

General

This report contains references to years 2016, 2015, 2014, 2013, 2012, and 2011, which represent fiscal years ending or ended February 3, 2017, January 29, 2016, January 30, 2015, January 31, 2014, February 1, 2013, and February 3, 2012, respectively. Our fiscal year ends on the Friday closest to January 31. 2016 will consist and 2011 consisted of 53 weeks, while each of the remaining years listed were 52-week years. All of the discussion and analysis in this report should be read with, and is qualified in its entirety by, the Consolidated Financial Statements and related notes.

Solely for convenience, our trademarks and tradenames may appear in this report without the ® or ™ symbol which is not intended to indicate that we will not assert, to the fullest extent under applicable law, our rights or the right to these trademarks and tradenames.

Cautionary Disclosure Regarding Forward-Looking Statements

We include "forward-looking statements" within the meaning of the federal securities laws throughout this report, particularly under the headings "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Note 8—Commitments and Contingencies," among others. You can identify these statements because they are not limited to historical fact or they use words such as "may," "will," "should," "could," "would," "believe," "anticipate," "project," "plan," "expect," "estimate," "forecast," "goal," "potential," "opportunity," "intend," "predict," "committed," "will likely result," or "will continue" and similar expressions that concern our strategy, plans, intentions or beliefs about future occurrences or results. For example, all statements relating to our estimated and projected expenditures, cash flows, results of operations, financial condition and liquidity; our plans, objectives and expectations for future operations, growth or initiatives; or the expected outcome or effect of legislative or regulatory changes or initiatives, pending or threatened litigation or audits are forward-looking statements.

All forward-looking statements are subject to risks and uncertainties that may change at any time, so our actual results may differ materially from those that we expected. We derive many of these statements from our operating budgets and forecasts, which are based on many detailed assumptions that we believe are reasonable. However, it is very difficult to predict the effect of known factors, and we cannot anticipate all factors that could affect our actual results.

Important factors that could cause actual results to differ materially from the expectations expressed in our forward-looking statements are disclosed under "Risk Factors" in Part I, Item 1A and elsewhere in this document (including, without limitation, in conjunction with the forward-looking statements themselves and under the heading "Critical Accounting Policies and Estimates"). All forward-looking statements are qualified in their entirety by these and other cautionary statements that we make from time to time in our other SEC filings and public communications. You should evaluate such statements in the context of these risks and uncertainties. These factors may not contain all of the factors that are important to you. We cannot assure you that we will realize the results or developments we anticipate or, even if substantially realized, that they will result in the consequences or affect us in the way we expect. Forward-looking statements are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

PART I

ITEM 1. BUSINESS

General

We are among the largest discount retailers in the United States by number of stores, with 12,575 stores located in 43 states as of February 26, 2016, with the greatest concentration of stores in the southern, southwestern, midwestern and eastern United States. We offer a broad selection of merchandise, including consumables, seasonal, home products and apparel. Our merchandise includes high quality national brands from leading manufacturers, as well as comparable quality private brand selections with prices at substantial discounts to national brands. We offer our merchandise at everyday low prices through our convenient small-box locations.

Our History

J.L. Turner founded our Company in 1939 as J.L. Turner and Son, Wholesale. We were incorporated as a Kentucky corporation under the name J.L. Turner & Son, Inc. in 1955, when we opened our first Dollar General store. We changed our name to Dollar General Corporation in 1968 and reincorporated in 1998 as a Tennessee corporation. Our common stock was publicly traded from 1968 until July 2007, when we merged with an entity controlled by investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P., or KKR. In November 2009 our common stock again became publicly traded, and in December 2013 the entity controlled by investment funds affiliated with KKR sold its remaining shares of our common stock.

Our Business Model

Our long history of profitable growth is founded on a commitment to a relatively simple business model: providing a broad base of customers with their basic everyday and household needs, supplemented with a variety of general merchandise items, at everyday low prices in conveniently located, small-box stores. We continually evaluate the needs and demands of our customers and modify our merchandise selections and pricing accordingly, while remaining focused on increasing profitability and returns for our shareholders.

Our operating priorities are summarized as follows: 1) driving profitable sales growth, 2) capturing growth opportunities, 3) enhancing our position as a low-cost operator, and 4) investing in our people as a competitive advantage. For more information on these operating priorities, see Management's Discussion and Analysis of Financial Condition and Results of Operations, under the heading "Executive Overview", included in Part II, Item 7 of this report.

In fiscal year 2015, we achieved our 26th consecutive year of same-store sales growth. This growth, which has taken place in a variety of economic conditions, suggests that we have a less cyclical business model than most retailers and, we believe, is a result of our compelling value and convenience proposition.

Compelling Value and Convenience Proposition. Our ability to deliver highly competitive prices in convenient locations and our easy "in and out" shopping format create a compelling shopping experience that distinguishes us from other discount retailers as well as convenience, drug and grocery retailers. Our slogan "Save time. Save money. Every day!" summarizes our appeal to customers. We believe our ability to effectively deliver both value and convenience allows us to succeed in small markets with limited shopping alternatives, as well as to profitably coexist alongside larger retailers in more competitive markets. Our value and convenience proposition is evidenced by the following attributes of our business model:

- *Convenient Locations.* Our stores are conveniently located in a variety of rural, suburban and urban communities. We seek to locate our stores in close proximity to our customers, which drives customer loyalty and trip frequency and makes us an attractive alternative to large discount and other large-box retail and grocery stores.
- *Time-Saving Shopping Experience.* We also provide customers with a highly convenient, easy to navigate shopping experience. Our small box stores are easy to get in and out of quickly. Our product offering includes most necessities, such as basic packaged and refrigerated food and dairy products, cleaning supplies, paper products, health and beauty care items, greeting cards, basic apparel, housewares, hardware and automotive supplies, among others. Our convenient hours and broad merchandise offering allow our customers to fulfill their routine shopping requirements and minimize their need to shop elsewhere.
- *Everyday Low Prices on Quality Merchandise.* Our research indicates that we offer a price advantage over most food and drug retailers and that our prices are highly competitive with even the largest discount retailers. Our ability to offer everyday low prices on quality merchandise is supported by our low-cost operating structure and our strategy to maintain a limited number of items per merchandise category, which we believe helps us maintain strong purchasing power. We offer quality nationally advertised brands at these everyday low prices in addition to offering our own comparable quality private brands at value prices.

Substantial Growth Opportunities. We believe we have substantial long-term growth potential in the U.S. We have identified significant opportunities to add new stores in both existing and new markets. In addition, we have opportunities to relocate or remodel locations within our existing store base to better serve our customers. Our attractive store economics, including a relatively low initial investment and simple, low-cost operating model have allowed us to grow our store base to current levels and provide us significant opportunities to continue our profitable store growth strategy.

Our Merchandise

We offer a focused assortment of everyday necessities, which drive frequent customer visits, and key items in a broad range of general merchandise categories. Our product assortment provides the opportunity for our customers to address most of their basic shopping needs with one trip. We sell high-quality nationally advertised brands from leading manufacturers. Additionally, our private brand consumables offer even greater value with options to purchase value items and national brand equivalent products at substantial discounts to the national brand.

Consumables is our largest merchandise category and has become a larger percentage of our total sales in recent years as indicated in the table below. Consumables include paper and cleaning products (such as paper towels, bath tissue, paper dinnerware, trash and storage bags, laundry and other home cleaning supplies); packaged food (such as cereals, canned soups and vegetables, condiments, spices, sugar and flour); perishables (such as milk, eggs, bread, frozen meals, beer and wine); snacks (such as candy, cookies, crackers, salty snacks and carbonated beverages); health and beauty (such as over-the-counter medicines and personal care products, such as soap, body wash, shampoo, dental hygiene and foot care products); pet (such as pet supplies and pet food); and tobacco products.

Seasonal products include decorations, toys, batteries, small electronics, greeting cards, stationery, prepaid phones and accessories, gardening supplies, hardware, automotive and home office supplies.

Home products include kitchen supplies, cookware, small appliances, light bulbs, storage containers, frames, candles, craft supplies and kitchen, bed and bath soft goods.

Apparel includes casual everyday apparel for infants, toddlers, girls, boys, women and men, as well as socks, underwear, disposable diapers, shoes and accessories.

The percentage of net sales of each of our four categories of merchandise for the fiscal years indicated below was as follows:

	2015	2014	2013
Consumables	75.9%	75.7%	75.2%
Seasonal	12.4%	12.4%	12.9%
Home products	6.3%	6.4%	6.4%
Apparel	5.4%	5.5%	5.5%

Our seasonal and home products categories typically account for the highest gross profit margins, and the consumables category typically accounts for the lowest gross profit margin.

The Dollar General Store

The typical Dollar General store is operated by a store manager, one or more assistant store managers, and three or more sales associates. Our stores generally feature a low-cost, no frills building with limited maintenance capital, low operating costs, and a focused merchandise offering within a broad range of categories, allowing us to deliver low retail prices while generating strong cash flows and investment returns. Our stores average approximately 7,400 square feet of selling space and approximately 70% of our stores are located in towns of 20,000 or fewer people. We generally have had good success in locating suitable store sites in the past, and we believe that there is ample opportunity for new store growth in existing and new markets. In addition, we believe we have significant opportunities available for our relocation and remodel programs.

Our store growth over the past three years is summarized in the following table:

Year	Stores at Beginning of Year	Stores Opened	Stores Closed	Net Store Increase	Stores at End of Year
2013	10,506	650	24	626	11,132
2014	11,132	700	43	657	11,789
2015	11,789	730	36	694	12,483

Our Customers

Our customers seek value and convenience. Depending on their financial situation and geographic proximity, customers' reliance on Dollar General varies from fill-in shopping, to making periodic trips to stock up on household items, to making weekly or more frequent trips to meet most essential needs. We generally locate our stores and plan our merchandise selections to best serve the needs of our core customers, the low and fixed income households often underserved by other retailers, and we are focused on helping them make the most of their spending dollars. At the same time, however, loyal Dollar General shoppers from a wide range of income brackets and life stages appreciate our quality merchandise as well as our attractive value and convenience proposition.

Our Suppliers

We purchase merchandise from a wide variety of suppliers and maintain direct buying relationships with many producers of national brand merchandise. Despite our broad offering, we maintain only a limited number of items per category, giving us a pricing advantage in dealing with our suppliers. Our largest and second largest suppliers each accounted for approximately 7% of our purchases in 2015.

Our private brands come from a diversified supplier base. We directly imported approximately 6% of our purchases at cost in 2015.

We have consistently managed to obtain sufficient quantities of core merchandise and believe that, if one or more of our current sources of supply became unavailable, we would generally be able to obtain alternative sources without experiencing a substantial disruption of our business. However, such alternative sources could increase our merchandise costs or reduce the quality of our merchandise, and an inability to obtain alternative sources could adversely affect our sales.

Distribution and Transportation

Our stores are currently supported by thirteen distribution centers located strategically throughout our geographic footprint. We recently broke ground on our fourteenth distribution center in Wisconsin. We lease additional temporary warehouse space as necessary to support our distribution needs. We continually analyze and rebalance the network to ensure that it remains efficient and provides the service our stores require. See "—Properties" for additional information pertaining to our distribution centers.

Most of our merchandise flows through our distribution centers and is delivered to our stores by third-party trucking firms, utilizing our trailers. In addition, vendors or third-party distributors ship certain food items and other merchandise directly to our stores.

Seasonality

Our business is seasonal to a certain extent. Generally, our highest sales volume occurs in the fourth quarter, which includes the Christmas selling season, and the lowest occurs in the first quarter. In addition, our quarterly results can be affected by the timing of certain holidays, the timing of new store openings and store closings, and the amount of sales contributed by new and existing stores. We typically purchase substantial amounts of inventory in the third quarter and incur higher shipping and payroll costs in anticipation of increased sales activity during the fourth quarter. See Note 14 to the consolidated financial statements for additional information.

Our Competition

We operate in the basic discount consumer goods market, which is highly competitive with respect to price, store location, merchandise quality, assortment and presentation, in-stock consistency, and customer service. We compete with discount stores and with many other retailers, including mass merchandise, warehouse club, grocery, drug, convenience, variety and other specialty stores. These other retail companies operate stores in many of the areas where we operate, and many of them engage in extensive advertising and marketing efforts. Our direct competitors include Family Dollar, Dollar Tree, Fred's, 99 Cents Only and various local, independent operators, as well as Walmart, Target, Kroger, Aldi, Walgreens, CVS, and Rite Aid, among others. Certain of our competitors have greater financial, distribution, marketing and other resources than we do.

We differentiate ourselves from other forms of retailing by offering consistently low prices in a convenient, small-store format. We believe that our prices are competitive due in part to our low-cost operating structure and the relatively limited assortment of products offered. Purchasing large volumes of merchandise within our focused assortment in each merchandise category allows us to keep our average costs low, contributing to our ability to offer competitive everyday low prices to our customers. See "—Our Business Model" above for further discussion of our competitive situation.

Our Employees

As of February 26, 2016, we employed approximately 113,400 full-time and part-time employees, including divisional and regional managers, district managers, store managers, other store personnel and distribution center and administrative personnel. We have increasingly focused on recruiting, training, motivating and retaining employees, and we believe that the quality, performance and morale of our employees have increased as a result. We currently are not a party to any collective bargaining agreements.

Our Trademarks

We own marks that are registered with the United States Patent and Trademark Office and are protected under applicable intellectual property laws, including without limitation the trademarks Dollar General®, Dollar General Market®, Clover Valley®, DG®, DG Deals®, Forever Pals®, I*Magine®, OT Sport®, Smart & Simple®, trueliving®, Sweet Smiles®, Open Trails®, Bobbie Brooks®, Comfort Bay®, Holiday Style®, Swiggles®, More Deals For Your Dollar. Every Day!®, The Fast Way To Save®, Save Time. Save Money. Every Day!®, and Ever Pet™ along with variations and formatives of these trademarks as well as certain other trademarks. We attempt to obtain registration of our trademarks whenever practicable and to pursue vigorously any infringement of those marks. Our trademark registrations have various expiration dates; however, assuming that the trademark registrations are properly renewed, they have a perpetual duration.

We also hold an exclusive license to the Rexall brand through March 5, 2020.

Available Information

Our Internet website address is www.dollargeneral.com. We file with or furnish to the Securities and Exchange Commission (the “SEC”) annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, proxy statements and annual reports to shareholders, and, from time to time, registration statements and other documents. These documents are available free of charge to investors on or through the Investor Information section of our website as soon as reasonably practicable after we electronically file them with or furnish them to the SEC. In addition, the public may read and copy any of the materials we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers, such as Dollar General, that file electronically with the SEC. The address of that website is http://www.sec.gov.

ITEM 1A. RISK FACTORS

You should carefully consider the risks described below and the other information contained in this report and other filings that we make from time to time with the SEC, including our consolidated financial statements and accompanying notes. Any of the following risks could materially and adversely affect our business, financial condition, results of operations or liquidity. These risks are not the only risks we face. Our business, financial condition, results of operations or liquidity could also be adversely affected by additional factors that apply to all companies generally or by risks not currently known to us or that we currently view to be immaterial. We can provide no assurance and make no representation that our risk mitigation efforts, although we believe they are reasonable, will be successful.

Economic conditions and other economic factors may adversely affect our financial performance and other aspects of our business by negatively impacting our customers' disposable income or discretionary spending, increasing our costs of goods sold and selling, general and administrative expenses, and adversely affecting our sales or profitability.

We believe many of our customers have fixed or low incomes and generally have limited discretionary spending dollars. Any factor that could adversely affect that disposable income would decrease our customers' spending and could cause our customers to shift their spending to products other than those sold by us or to our less profitable product choices, all of which could result in lower net sales, decreases in inventory turnover, greater markdowns on inventory, a change in the mix of products we sell, and a reduction in profitability due to lower margins. Factors that could reduce our customers' disposable income and over which we exercise no influence include but are not limited to adverse economic conditions such as increased or sustained high unemployment or underemployment levels, inflation, increases in fuel or other energy costs and interest rates, lack of available credit, consumer debt levels, higher tax rates and other changes in tax laws, concerns over government mandated participation in health insurance programs and increasing healthcare costs, and decreases in government subsidies such as unemployment and food assistance programs.

Many of the factors identified above that affect disposable income, as well as commodity rates, transportation costs (including the costs of diesel fuel), costs of labor, insurance and healthcare, foreign exchange rate fluctuations, lease costs, measures that create barriers to or increase the costs associated with international trade, changes in other laws and regulations and other economic factors, also affect our cost of goods sold and our selling, general and administrative expenses, and may have other adverse consequences which we are unable to fully anticipate or control, all of which may adversely affect our sales or profitability. We have limited or no ability to control many of these factors.

Our plans depend significantly on strategies and initiatives designed to increase sales and improve the efficiencies, costs and effectiveness of our operations, and failure to achieve or sustain these plans could affect our performance adversely.

We have strategies and initiatives (such as those relating to merchandising, sourcing, shrink, private brand, distribution and transportation, store operations, store formats, budgeting and expense reduction, and real estate) in various stages of testing, evaluation, and implementation, upon which we expect to rely to continue to improve our results of operations and financial condition and to achieve our financial plans. These initiatives are inherently risky and uncertain, even when tested successfully, in their application to our business in general. It is possible that successful testing can result partially from resources and attention that cannot be duplicated in broader implementation, particularly in light of the diverse geographic locations of our stores and the decentralized nature of our field management. General implementation also may be negatively affected by other risk factors described herein. Successful systemwide implementation relies on consistency of training, stability of workforce, ease of execution, and the absence of offsetting factors that can influence results adversely. Failure to achieve successful implementation of our initiatives or the cost of these initiatives exceeding management's estimates could adversely affect our business, results of operations and financial condition.

The success of our merchandising initiatives, particularly those with respect to non-consumable merchandise and store-specific products and allocations, depends in part upon our ability to predict consistently and successfully the products that our customers will demand and to identify and timely respond to evolving trends in demographics and consumer preferences, expectations and needs. If we are unable to select products that are attractive to customers, to timely obtain such products at costs that allow us to sell them at an acceptable profit, or to effectively market such products, our sales, market share and profitability could be adversely affected. If our merchandising efforts in the non-consumables area or the higher margin areas within consumables are unsuccessful, we could be further adversely affected by our inability to offset the lower margins associated with our consumables business. Further, our merchandising efforts in the consumables area, including tobacco products, may not generate the net sales growth and increase customer traffic to the levels needed to offset the lower margins generated by sales of consumables and maintain our targeted gross profit margins.

If we cannot open, relocate or remodel stores profitably and on schedule, our planned future growth will be impeded, which would adversely affect sales.

Our ability to open, relocate and remodel profitable stores is a key component of our planned future growth. Our ability to timely open stores and to expand into additional market areas depends in part on the following factors: the availability of attractive store locations; the absence of entitlement process or occupancy delays; the ability to negotiate acceptable lease and development terms; the ability to hire and train new personnel, especially store managers, in a cost effective manner; the ability to identify customer demand in different geographic areas; general economic conditions; and the availability of capital funding for expansion. Many of these factors also affect our ability to successfully relocate stores, and many of them are beyond our control.

Delays or failures in opening new stores or completing relocations or remodels, or achieving lower than expected sales in these projects, could materially adversely affect our growth and/or profitability. We also may not anticipate all of the challenges imposed by the expansion of our operations and, as a result, may not meet our targets for opening new stores, remodeling or relocating stores or expanding profitably.

Some new stores and future new store opportunities may be located in areas, including but not limited to new states or metro urban areas, where we have limited or no meaningful experience or brand recognition. Those areas may have different competitive and market conditions, consumer tastes and discretionary spending patterns than our existing markets, as well as higher cost of entry. These factors may cause our new stores to be initially less successful than stores in our existing markets, which could slow future growth in these areas.

Many new stores will be located in areas where we have existing stores. Although we have experience in these areas, increasing the number of locations in these markets may result in inadvertent oversaturation and temporarily or permanently divert customers and sales from our existing stores, thereby adversely affecting our overall financial performance.

Our profitability may be negatively affected by inventory shrinkage.

We are subject to the risk of inventory loss and theft. We experience significant inventory shrinkage and cannot be sure that incidences of inventory loss and theft will decrease in the future or that the measures we are taking will effectively reduce the problem of inventory shrinkage. Although some level of inventory shrinkage is an unavoidable cost of doing business, if we were to experience higher rates of inventory shrinkage or incur increased security or other costs to combat inventory theft, our results of operations and financial condition could be affected adversely.

We face intense competition that could limit our growth opportunities and adversely impact our financial performance.

The retail business is highly competitive with respect to price, store location, merchandise quality, assortment and presentation, in-stock consistency, customer service, aggressive promotional activity, customers, and employees. We compete with discount stores and with many other retailers, including mass merchandise, warehouse club, grocery, drug, convenience, variety and other specialty stores. This competitive environment subjects us to the risk of adverse impact to our financial performance because of the lower prices, and thus the lower margins, that may be required to maintain our competitive position. Also, companies like ours, due to customer demographics and other factors, may have limited ability to increase prices in response to increased costs without losing competitive position. This limitation may adversely affect our margins and financial performance. Certain of our competitors have greater financial, distribution, marketing and other resources than we do and may be able to secure better arrangements with suppliers than we can. If we fail to respond effectively to competitive pressures and changes in the retail markets, it could adversely affect our financial performance.

Competition for customers has intensified as competitors have moved into, or increased their presence in, our geographic markets and from the use of mobile and web-based technology that facilitates online shopping and real-time product and price comparisons. We expect this competition to continue to increase. We remain vulnerable to the marketing power and high level of consumer recognition of larger competitors and to the risk that these competitors or others could venture into our industry in a significant way, including through the introduction of new store formats. Further, consolidation within the discount retail industry could significantly alter the competitive dynamics of the retail marketplace. This consolidation may result in competitors with greatly improved financial resources, improved access to merchandise, greater market penetration and other improvements in their competitive positions, as well as result in the provision of a wider variety of products and services at competitive prices by these consolidated companies, which could adversely affect our financial performance.

Our private brands may not maintain broad market acceptance and may increase the risks we face.

The sale of private brand items is an important component of our sales growth and gross profit rate enhancement plans. We have invested in our development and procurement resources and marketing efforts relating to these private brand offerings. We believe that our success in maintaining broad market acceptance of our private brands depends on many factors, including pricing, our costs, quality and customer perception. We may not achieve or maintain our expected sales for our private brands. The sale and expansion of our private brand offerings also subjects us to certain risks, such as: potential product liability risks and mandatory or voluntary product recalls; our ability to successfully protect our proprietary rights and successfully navigate and avoid claims related to the proprietary rights of third parties; our ability to successfully administer and comply with applicable contractual obligations and legal and regulatory requirements; and other risks generally encountered by entities that source, sell and market exclusive branded offerings for retail. An increase in sales of our private brands may also adversely affect sales of our vendors' products, which, in turn, could adversely affect our relationship with certain of our vendors. Any failure to appropriately address some or all of these risks could have a significant adverse effect on our business, results of operations and financial condition.

A significant disruption to our distribution network, to the capacity of our distribution centers or to the timely receipt of inventory could adversely impact sales or increase our transportation costs, which would decrease our profits.

We rely on our distribution and transportation network to provide goods to our stores in a timely and cost-effective manner. Using various modes of transportation, including ocean, rail, and truck, we and our vendors move goods from vendor locations to our distribution centers. Deliveries to our stores occur from our distribution centers or directly from our vendors. Any disruption, unanticipated or unusual expense or operational failure related to this process could affect store operations negatively. For example, delivery delays or increases in transportation costs (including through increased fuel costs, increased carrier rates or driver wages as a result of driver shortages, a decrease in transportation capacity for overseas shipments, or work stoppages or slowdowns) could significantly decrease our ability to make sales and earn profits. Labor shortages or work stoppages in the transportation industry or long-term disruptions to the national and international transportation infrastructure that lead to delays or interruptions of deliveries or which would necessitate our securing alternative labor or shipping suppliers could also increase our costs or otherwise negatively affect our business.

We maintain a network of distribution facilities and are moving forward with plans to build new facilities to support our growth objectives. Delays in opening distribution centers could adversely affect our future financial performance by slowing store growth, which may in turn reduce revenue growth, or by increasing transportation costs. In addition, distribution-related construction or expansion projects entail risks that could cause delays and cost overruns, such as: shortages of materials or skilled labor; work stoppages; unforeseen construction, scheduling, engineering, environmental or geological problems; weather interference; fires or other casualty losses; and unanticipated cost increases. The completion date and ultimate cost of these projects could differ significantly from initial expectations due to construction-related or other reasons. We cannot guarantee that any project will be completed on time or within established budgets.

Risks associated with or faced by our suppliers could adversely affect our financial performance.

The products we sell are sourced from a wide variety of domestic and international suppliers, and we are dependent on our vendors to supply merchandise in a timely and efficient manner. In 2015, our largest and second largest suppliers each accounted for 7% of our purchases. We have not experienced any difficulty in obtaining sufficient quantities of core merchandise and believe that, if one or more of our current sources of supply became unavailable, we would generally be able to obtain alternative sources without experiencing a substantial disruption of our business. However, such alternative sources could increase our merchandise costs, result in a temporary reduction in store inventory levels, and reduce the quality of our merchandise, and an inability to obtain alternative sources could adversely affect our sales. Additionally, if a supplier fails to deliver on its commitments, whether due to financial difficulties or other reasons, we could experience merchandise out-of-stocks that could lead to lost sales and damage to our reputation.

We directly imported approximately 6% of our purchases (measured at cost) in 2015, but many of our domestic vendors directly import their products or components of their products. Changes to the prices and flow of these goods for any reason, such as political unrest or acts of war, currency fluctuations, disruptions in maritime lanes, port labor disputes, and economic conditions and instability in the countries in which foreign suppliers are located, the financial instability of suppliers, suppliers' failure to meet our standards, issues with labor practices of our suppliers or labor problems they may experience (such as strikes, stoppages or slowdowns, which could also increase labor costs during and following the disruption), the availability and cost of raw materials to suppliers, increased import duties, merchandise quality or safety issues, transport availability and cost, increases in wage rates and taxes, transport security, inflation, and other factors relating to the suppliers and the countries in which they are located or from which they import, are beyond our control and could adversely affect our operations and profitability. While we are working to reduce our dependency on goods produced in China, a substantial amount of our imported merchandise still comes from China, and thus, a change in the Chinese leadership, economic and market conditions, internal economic stimulus actions, or currency or other policies, as well as increases in costs of labor and wage taxes, could negatively impact our merchandise costs. In addition, the United States' foreign trade policies, tariffs and other impositions on imported goods, trade sanctions imposed on certain countries, the limitation on the importation of certain types of goods or of goods containing certain materials from other countries and other factors relating to foreign trade and port labor agreements are beyond our control. These and other factors affecting our suppliers and our access to products could adversely affect our business and financial performance. As we increase our imports of merchandise from foreign vendors, the risks associated with these imports also will increase, and we may be exposed to additional or different risks as we increase imports of goods produced in countries other than China.

Product liability and food safety claims could adversely affect our business, reputation and financial performance.

Despite our best efforts to ensure the quality, safety and freshness of the products that we sell in all of our stores, we may be subject to product liability claims from customers or actions required or penalties assessed by government agencies relating to products, including but not limited to food products that are recalled, defective or otherwise alleged to be harmful. Such claims may result from tampering by unauthorized third parties, product contamination or spoilage, including the presence of foreign objects, substances, chemicals, other agents, or residues introduced during the growing, storage, handling and transportation phases.

All of our vendors and their products must comply with applicable product and food safety laws, and we are dependent on them to ensure that the products we buy comply with all applicable safety standards. We seek but may not be successful in obtaining contractual indemnification and insurance coverage from our suppliers. If we do not have adequate contractual indemnification or insurance available, such claims could have a material adverse effect on our business, financial condition and results of operations. Our ability to obtain indemnification from foreign suppliers may be hindered by the manufacturers' lack of understanding of U.S. product liability or other laws, which may result in our having to respond to claims or complaints from customers as if we were the manufacturer. Even with adequate insurance and indemnification, such claims could significantly damage our reputation and consumer confidence in our products. Our litigation expenses could increase as well, which also could have a materially negative impact on our results of operations even if a product liability claim is unsuccessful or is not fully pursued.

We are subject to governmental regulations, procedures and requirements. A significant change in, or noncompliance with, these regulations could have a material adverse effect on our financial performance.

Our business is subject to numerous and increasing federal, state and local laws and regulations. We routinely incur significant costs in complying with these regulations. The complexity of the regulatory environment in which we operate and the related cost of compliance are increasing due to expanding and additional legal and regulatory requirements and increased enforcement efforts. New laws or regulations, particularly those dealing with environmental compliance, product safety, food safety, information security and privacy, and labor and employment, among others, or changes in existing laws and regulations, particularly those governing the sale of products or employee wages, may result in significant added expenses or may require extensive system and operating changes that may be difficult to implement and/or could materially increase our cost of doing business. Untimely compliance or noncompliance with applicable regulations or untimely or incomplete execution of a required product recall, can result in the imposition of penalties, including loss of licenses or significant fines or monetary penalties, class action litigation or other litigation, in addition to reputational damage. Additionally, changes in tax laws, the interpretation of existing laws, or our failure to sustain our reporting positions on examination could adversely affect our effective tax rate.

Litigation may adversely affect our business, results of operations and financial condition.

Our business is subject to the risk of litigation by employees, consumers, suppliers, competitors, shareholders, government agencies and others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. Nationally, the number of employment-related class actions filed each year has continued to increase, and recent changes and proposed changes in federal and state laws, regulations and agency guidance may cause claims to rise even more. The outcome of litigation, particularly class action lawsuits, regulatory actions and intellectual property claims, is difficult to assess or quantify. Plaintiffs in these types of lawsuits may seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to these lawsuits may remain unknown for substantial periods of time. In addition, certain of these lawsuits, if decided adversely to us or settled by us, may result in liability material to our financial statements as a whole or may negatively affect our operating results if changes to our business operations are required. The cost to defend future litigation may be significant. There also may be adverse publicity associated with litigation that could negatively affect customer perception of our business, regardless of whether the allegations are valid or whether we are ultimately found liable. As a result, litigation may adversely affect our business, results of operations and financial condition. See Note 8 to the consolidated financial statements for further details regarding certain of these pending matters.

Natural disasters (whether or not caused by climate change), unusual weather conditions, pandemic outbreaks, terrorist acts, and global political events could disrupt business and result in lower sales and otherwise adversely affect our financial performance.

The occurrence of one or more natural disasters, such as hurricanes, fires, floods, tornadoes and earthquakes, unusual weather conditions, pandemic outbreaks, terrorist acts or disruptive global political events, such as civil unrest in countries in which our suppliers are located, or similar disruptions could adversely affect our business and financial performance. Uncharacteristic or significant weather conditions can affect consumer shopping patterns, which could lead to lost sales or greater than expected markdowns and adversely affect our short-term results of operations. To the extent these events result in the closure of one or more of our distribution centers, a significant number of stores, or our corporate headquarters or impact one or more of our key suppliers, our operations and financial performance could be materially adversely affected through an inability to make deliveries or provide other support functions to our stores and through lost sales. In addition, these events could result in increases in fuel (or other energy) prices or a fuel shortage, delays in opening new stores, the temporary lack of an adequate work force in a market, the temporary or long-term disruption in the supply of products from some domestic and overseas suppliers, the temporary disruption in the transport of goods from overseas, delay in the delivery of goods to our distribution centers or stores, the inability of customers to reach or have transportation to our stores directly affected by such events, the temporary reduction in the availability of products in our stores and disruption of our utility services or to our information systems. These events also can have indirect consequences such as increases in the costs of insurance if they result in significant loss of property or other insurable damage.

Material damage or interruptions to our information systems as a result of external factors, staffing shortages or challenges or difficulties in maintaining or updating our existing technology or developing or implementing new technology could have a material adverse effect on our business or results of operations.

We depend on a variety of information technology systems for the efficient functioning of our business and are continually improving our information processes and computer systems to better run our business. These technology initiatives may not deliver desired results or may do so on a delayed schedule. Additionally, such systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, cybersecurity breaches, natural disasters and human error. Damage or interruption to these systems may require a significant investment to fix or replace them, and we may suffer interruptions in our operations in the interim, may experience loss or corruption of critical data and may receive negative publicity, all of which could have a material adverse effect on our business or results of operations.

We also rely heavily on our information technology staff. Failure to meet these staffing needs may negatively affect our ability to fulfill our technology initiatives while continuing to provide maintenance on existing systems. We rely on certain vendors to maintain and periodically upgrade many of these systems so that they can continue to support our business. The software programs supporting many of our systems were licensed to us by independent software developers. The inability of these developers or us to continue to maintain and upgrade these information systems and software programs would disrupt or reduce the efficiency of our operations if we were unable to convert to alternate systems in an efficient and timely manner. In addition, costs and potential problems and interruptions associated with the implementation of new or upgraded systems and technology or with maintenance or adequate support of existing systems could also disrupt or reduce the efficiency of our operations.

Failure to attract, train and retain qualified employees while controlling labor costs, as well as other labor issues, could adversely affect our financial performance.

Our future growth and performance and positive customer experience depends on our ability to attract, train, retain and motivate qualified employees, many of whom are in positions with historically high rates of turnover. Our ability to meet our labor needs, while controlling our labor costs, is subject to many external factors, including competition for and availability of qualified personnel in a given market, unemployment levels within those markets, prevailing wage rates, minimum wage laws, health and other insurance costs, changes in employment and labor laws (including changes in the process for our employees to join a union) or other workplace regulations (including changes in "entitlement" programs such as health insurance and paid leave programs), and our reputation and relevance within the labor market. If we are unable to attract and retain adequate numbers of qualified employees, our operations, customer service levels and support functions could suffer. To the extent a significant portion of our employee base unionizes, or attempts to unionize, our labor costs could increase. In addition, anticipated regulatory changes relating to the overtime exemptions under the Fair Labor Standards Act could result in increased labor costs to our business and negatively affect our operating results if changes to our business operation are required. Our ability to pass along labor costs to our customers is constrained by our everyday low price model, and we may not be able to offset the costs elsewhere in our business.

Our success depends on our executive officers and other key personnel. If we lose key personnel or are unable to hire additional qualified personnel, our business may be harmed.

Our future success depends to a significant degree on the skills, experience and efforts of our executive officers and other key personnel. The unexpected loss of the services of any of our executive officers could have an adverse effect on our operations. There can be no assurance that our executive succession planning, retention or hiring efforts will be successful. Competition for skilled and experienced management personnel is intense, and our future success will also depend on our ability to attract and retain qualified personnel, and a failure to attract and retain new qualified personnel could have an adverse effect on our operations. We do not currently maintain key person life insurance policies with respect to our executive officers or key personnel.

Our cash flows from operations may be negatively affected if we are not successful in managing our inventory balances.

Our inventory balance represented approximately 54% of our total assets exclusive of goodwill and other intangible assets as of January 29, 2016. Efficient inventory management is a key component of our business success and profitability. To be successful, we must maintain sufficient inventory levels and an appropriate product mix to meet our customers' demands without allowing those levels to increase to such an extent that the costs to store and hold the goods unduly impacts our financial results or that subjects us to the risk of increased inventory shrinkage. If our buying decisions do not accurately predict customer trends, we inappropriately price products or our expectations about customer spending levels are inaccurate, we may have to take unanticipated markdowns to dispose of the excess inventory, which also can adversely impact our financial results. We continue to focus on ways to reduce these risks, but we cannot make assurances that we will be successful in our inventory management. If we are not successful in managing our inventory balances, our cash flows from operations may be negatively affected.

Because our business is seasonal to a certain extent, with the highest volume of net sales during the fourth quarter, adverse events during the fourth quarter could materially affect our financial statements as a whole.

We generally recognize our highest volume of net sales during the Christmas selling season, which occurs in the fourth quarter of our fiscal year. In anticipation of this holiday, we purchase substantial amounts of seasonal inventory. Adverse events, such as deteriorating economic conditions, high unemployment, high gas prices, public transportation disruptions, or unusual or unanticipated adverse weather could result in lower-than-planned sales during the holiday season. An excess of seasonal merchandise inventory could result if our net sales during the Christmas selling season fall below seasonal norms or expectations. If our fourth quarter sales results were substantially below expectations, our financial performance and operating results could be adversely affected by unanticipated markdowns, especially in seasonal merchandise.

Our current insurance program may expose us to unexpected costs and negatively affect our financial performance.

Our insurance coverage reflects deductibles, self-insured retentions, limits of liability and similar provisions that we believe are prudent based on the dispersion of our operations. However, there are types of losses we may incur but against which we cannot be insured or which we believe are not economically reasonable to insure, such as losses due to acts of war, employee and certain other crime, certain wage and hour and other employment-related claims, including class actions, and some natural disasters. If we incur these losses and they are material, our business could suffer. Certain material events may result in sizable losses for the insurance industry and adversely impact the availability of adequate insurance coverage or result in excessive premium increases. To offset negative insurance market trends, we may elect to self-insure, accept higher deductibles or reduce the amount of coverage in response to these market changes. In addition, we self-insure a significant portion of expected losses under our workers' compensation, automobile liability, general liability and group health insurance programs. Unanticipated changes in any applicable actuarial assumptions and management estimates underlying our recorded liabilities for these losses, including expected increases in medical and indemnity costs, could result in materially different expenses than expected under these programs, which could have a material adverse effect on our results of operations and financial condition. Although we continue to maintain property insurance for catastrophic events at our store support center and distribution centers, we are effectively self-insured for other property losses. If we experience a greater number of these losses than we anticipate, our financial performance could be adversely affected.

Any failure to maintain the security of information we hold relating to our customers, employees and vendors, whether as a result of cybersecurity attacks or otherwise, could expose us to litigation, government enforcement actions and costly response measures, and could materially disrupt our operations and harm our reputation and sales.

In connection with sales, we transmit confidential credit and debit card information. We also have access to, collect or maintain certain private or confidential information regarding our customers, employees and vendors, as well as our business. Additionally, under certain circumstances, we may share information with vendors that assist us in conducting our business (for example, third-party vendors assist us in the transmittal of credit and debit card information in connection with sales), as required by law, or with the permission of the individual. While we have implemented procedures and technology intended to protect and safeguard our information and require appropriate controls of our vendors, it is possible that computer hackers and others might compromise our security measures or those of our technology and other vendors in the future and obtain the personal information of our customers, employees and vendors that we hold or our business information, as cyberattacks are rapidly evolving and becoming increasingly sophisticated. Moreover, employee error or malfeasance or other irregularities may result in a defeat of our or our third-party vendors' security measures and breach our or our third-party vendors' information systems.

Because we accept debit and credit cards for payment, we are subject to the Payment Card Industry Data Security Standards ("PCI DSS"), issued by the Payment Card Industry Security Standards Council. PCI DSS contains compliance guidelines and standards with regard to our security surrounding the physical and electronic storage, processing, and transmission of cardholder data. Additionally, we have implemented technology in all of our stores to allow for the acceptance of Europay, Mastercard and Visa (EMV) credit transactions. Complying with PCI DSS standards and implementing related procedures, technology and information security measures require significant resources and ongoing attention. However, even as we comply with PCI DSS standards and offer EMV technology in our stores, we may be vulnerable to, and unable to detect and appropriately respond to, data security breaches and data loss, including cybersecurity attacks or other breach of cardholder data.

A security breach of any kind (whether experienced by us or one of our vendors), which could be undetected for a period of time, or any failure by us to comply with the applicable privacy and information security laws, regulations and standards could expose us to risks of data loss, litigation, government enforcement actions, fines or penalties, and costly response measures (including, for example, providing notification to, and credit monitoring services for, affected customers, as well as further upgrades to our security measures) which may not be covered by or may exceed the coverage limits of our insurance policies, and could materially disrupt our operations. Any resulting negative media attention and publicity could significantly harm our reputation which could cause us to lose market share as a result of customers discontinuing the use of debit or credit cards in our stores or not shopping in our stores altogether and could have a material adverse effect on our business and financial performance.

Deterioration in market conditions or changes in our credit profile could adversely affect our business operations and financial condition.

We rely on the positive cash flow we generate from our operating activities and our access to the credit and capital markets to fund our operations, growth strategy, and return of cash to our shareholders through share repurchases and dividends. Changes in the credit and capital markets, including market disruptions, limited liquidity and interest rate fluctuations, may increase the cost of financing or restrict our access to these potential sources of future liquidity. Our continued access to these liquidity sources on favorable terms depends on multiple factors, including our operating performance and our credit ratings. Our debt securities currently have an investment grade rating, and a downgrade of this rating likely would negatively impact our access to the debt capital markets and increase our cost of borrowing. As a result, any disruptions or turmoil in the debt markets or any downgrade of our credit ratings could adversely affect our business operations and financial condition and our ability to return cash to our shareholders. There can be no assurances that our ability to obtain additional financing through the debt markets will not be adversely impacted by economic conditions or that we will be able to maintain or improve our current credit ratings.

New accounting guidance or changes in the interpretation or application of existing accounting guidance could adversely affect our financial performance.

The implementation of new accounting standards will require extensive systems, internal process and other changes that could increase our operating costs, and also will result in changes to our financial statements. In particular, the implementation of accounting standards related to leases, as recently issued by the Financial Accounting Standards Board are expected to require us to make significant changes to our lease management, fixed asset, and other accounting systems, and will result in significant changes to our financial statements.

U.S. generally accepted accounting principles and related accounting pronouncements, implementation guidelines and interpretations with regard to a wide range of matters that are relevant to our business involve many subjective assumptions, estimates and judgments by our management. Changes in these rules or their interpretation or changes in underlying assumptions, estimates or judgments by our management could significantly change our reported or expected financial performance. The outcome of such changes could include litigation or regulatory actions which could have an adverse effect on our financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of February 26, 2016, we operated 12,575 retail stores located in 43 states as follows:

State	Number of Stores	State	Number of Stores
Alabama	658	Nebraska	99
Arizona	89	Nevada	24
Arkansas	365	New Hampshire	17
California	170	New Jersey	87
Colorado	30	New Mexico	84
Connecticut	29	New York	337
Delaware	42	North Carolina	674
Florida	738	Ohio	659
Georgia	711	Oklahoma	391
Illinois	454	Oregon	7
Indiana	434	Pennsylvania	556
Iowa	189	Rhode Island	4
Kansas	210	South Carolina	457
Kentucky	458	South Dakota	26
Louisiana	494	Tennessee	655
Maine	14	Texas	1,301
Maryland	113	Utah	7
Massachusetts	22	Vermont	30
Michigan	356	Virginia	336
Minnesota	73	West Virginia	199
Mississippi	414	Wisconsin	126
Missouri	436		

Most of our stores are located in leased premises. Individual store leases vary as to their terms, rental provisions and expiration dates. Many stores are subject to build-to-suit arrangements with landlords, which typically carry a primary lease term of up to 15 years with multiple renewal options.

We also have stores subject to shorter-term leases and many of these leases have renewal options. A significant portion of our new stores are subject to build-to-suit arrangements.

As of February 26, 2016, we operated thirteen distribution centers, as described in the following table:

Location	Year Opened	Approximate Square Footage	Number of Stores Served
Scottsville, KY	1959	720,000	786
Ardmore, OK	1994	1,310,000	1,442
South Boston, VA	1997	1,250,000	922
Indianola, MS	1998	820,000	934
Fulton, MO	1999	1,150,000	1,256
Alachua, FL	2000	980,000	1,012
Zanesville, OH	2001	1,170,000	1,161
Jonesville, SC	2005	1,120,000	1,141
Marion, IN	2006	1,110,000	1,267
Bessemer, AL	2012	940,000	1,160
Lebec, CA	2012	600,000	321
Bethel, PA	2014	1,000,000	872
San Antonio, TX	2016	920,000	301

We lease the distribution centers located in California, Oklahoma, Mississippi and Missouri and own the remaining distribution centers in the table above. Approximately 7.25 acres of the land on which our Kentucky distribution center is located is subject to a ground lease. As of January 29, 2016, we leased approximately 745,000 square feet of additional temporary warehouse space to support our distribution needs.

Our executive offices are located in approximately 302,000 square feet of owned buildings and approximately 56,000 square feet of leased office space in Goodlettsville, Tennessee.

ITEM 3. LEGAL PROCEEDINGS

The information contained in Note 8 to the consolidated financial statements under the heading "Legal proceedings" contained in Part II, Item 8 of this report is incorporated herein by this reference.

ITEM 4. MINE SAFETY DISCLOSURES

None.

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EXECUTIVE OFFICERS OF THE REGISTRANT

Information regarding our current executive officers as of March 15, 2016 is set forth below. Each of our executive officers serves at the discretion of our Board of Directors and is elected annually by the Board to serve until a successor is duly elected. There are no familial relationships between any of our directors or executive officers.

Name	Age	Position
Todd J. Vasos	54	Chief Executive Officer and Director
John W. Garratt	47	Executive Vice President and Chief Financial Officer
John W. Flanigan	64	Executive Vice President, Global Supply Chain
Jeffery C. Owen	46	Executive Vice President, Store Operations
Robert D. Ravener	57	Executive Vice President and Chief People Officer
Rhonda M. Taylor	48	Executive Vice President and General Counsel
James W. Thorpe	57	Executive Vice President, Chief Merchandising Officer
Anita C. Elliott	51	Senior Vice President and Chief Accounting Officer

Mr. Vasos has served as Chief Executive Officer and a member of our Board since June 3, 2015. He joined Dollar General in December 2008 as Executive Vice President, Division President and Chief Merchandising Officer. He was promoted to Chief Operating Officer in November 2013. Prior to joining Dollar General, Mr. Vasos served in executive positions with Longs Drug Stores Corporation for 7 years, including Executive Vice President and Chief Operating Officer (February 2008 through November 2008) and Senior Vice President and Chief Merchandising Officer (2001 - 2008), where he was responsible for all pharmacy and front-end marketing, merchandising, procurement, supply chain, advertising, store development, store layout and space allocation, and the operation of three distribution centers. He also previously served in leadership positions at Phar-Mor Food and Drug Inc. and Eckerd Corporation.

Mr. Garratt has served as Executive Vice President and Chief Financial Officer since December 2, 2015. He joined Dollar General in October 2014 as Senior Vice President, Finance & Strategy and subsequently served as Interim Chief Financial Officer from July 2015 to December 2015. Prior to joining Dollar General, Mr. Garratt held various positions of increasing responsibility with Yum! Brands, Inc., one of the world's largest restaurant companies, between May 2004 and October 2014, holding leadership positions in corporate strategy and financial planning. He served as Vice President, Finance and Division Controller for the KFC division and earlier for the Pizza Hut division and for Yum Restaurants International between October 2013 and October 2014. He also served as the Senior Director, Yum Corporate Strategy, from March 2010 to October 2013, reporting directly to the corporate Chief Financial Officer and leading corporate strategy as well as driving key cross-divisional initiatives. Mr. Garratt served in various other financial positions at Yum from May 2004 to March 2010. He served as Plant Controller for Alcoa Inc. between April 2002 and May 2004, and held various financial management positions at General Electric from March 1999 to April 2002. He began his career in May 1990 at Alcoa, where he served for approximately nine years.

Mr. Flanigan joined Dollar General as Senior Vice President, Global Supply Chain in May 2008. He was promoted to Executive Vice President in March 2010. Mr. Flanigan plans to retire from Dollar General effective April 29, 2016. He has almost 30 years of management experience in retail logistics. Prior to joining Dollar General, he was Group Vice President of Logistics and Distribution for Longs Drug Stores Corporation, an operator of a chain of retail drug stores on the West Coast and Hawaii, from October 2005 to April 2008. In this role, he was responsible for overseeing warehousing, inbound and outbound transportation and facility maintenance to service over 500 retail outlets. From September 2001 to October 2005, he served as the Vice President of Logistics for Safeway Inc., a food and drug retailer, where he oversaw distribution of food products from Safeway distribution centers to all retail outlets, inbound traffic and transportation. He also has held distribution and logistics leadership positions at Vons—a Safeway company, Specialized Distribution Management Inc., and Crum & Crum Logistics.

Mr. Owen returned to Dollar General in June 2015 as Executive Vice President of Store Operations, with over 21 years of previous employment experience with the Company. Prior to his departure from Dollar General in July 2014, he was Senior Vice President, Store Operations. Prior to August 2011, Mr. Owen served as Vice President, Division Manager. From November 2006 to March 2007, he served as Retail Division Manager. Prior to November 2006, he was Senior Director, Operations Process Improvement. Mr. Owen served the Company in various operations roles of increasing importance and responsibility from December 1992 to September 2004. Mr. Owen has served as a director of Kirkland's Inc. since March 30, 2015.

Mr. Ravener joined Dollar General as Senior Vice President and Chief People Officer in August 2008. He was promoted to Executive Vice President in March 2010. Prior to joining Dollar General, he served in human resources executive roles with Starbucks Corporation, a roaster, marketer and retailer of specialty coffee, from September 2005 until August 2008 as the Senior Vice President of U.S. Partner Resources and, prior to that, as the Vice President, Partner Resources—Eastern Division. As the Senior Vice President of U.S. Partner Resources at Starbucks, Mr. Ravener oversaw all aspects of human resources activity for more than 10,000 stores. Prior to serving at Starbucks, Mr. Ravener held Vice President of Human Resources roles for The Home Depot Inc., a home improvement retailer, at its Store Support Center and a domestic field division from April 2003 to September 2005. Mr. Ravener also served in executive roles in both human resources and operations at Footstar, Inc. and roles of increasing leadership at PepsiCo, Inc.

Ms. Taylor has served as Executive Vice President and General Counsel since March 17, 2015. She joined Dollar General as an Employment Attorney in March 2000 and was subsequently promoted to Senior Employment Attorney in 2001, Deputy General Counsel in 2004, Vice President and Assistant General Counsel in March 2010, and Senior Vice President and General Counsel in June 2013. Prior to joining Dollar General, she practiced law with Ogletree, Deakins, Nash, Smoak & Stewart, P.C., where she specialized in labor law and employment litigation. She has also held attorney positions with Ford & Harrison LLP and Stokes & Bartholomew.

Mr. Thorpe returned to Dollar General in August 2015 as Executive Vice President and Chief Merchandising Officer, with over six years of previous employment experience with the Company. He previously served as Senior Vice President, General Merchandise Manager, from May 2006 when he joined the Company until his departure in July 2012. Following his departure from Dollar General, Mr. Thorpe provided on a limited ad-hoc basis certain retail industry consulting services as President of JW Thorpe & Associates, Inc. Prior to Dollar General, he served in various positions of increasing importance and responsibility with Sears Holdings Corporation, a leading integrated retailer, from March 1991 to May 2006 where his last position was Vice President and General Merchandise Manager—Hard Home of Sears Home Group. Prior to Sears, he worked as a Marketing Program Manager for Zenith Data Systems, a personal computer development and sales company, from July 1990 to February 1991. He began his career at The MAXIMA Corporation, an information technology services company, where he held various project administration and analyst positions.

Ms. Elliott has served as Senior Vice President and Chief Accounting Officer since December 2, 2015. She joined Dollar General as Senior Vice President and Controller in August 2005. Prior to joining Dollar General, she served as Vice President and Controller of Big Lots, Inc., a closeout retailer, from May 2001 to August 2005, where she was responsible for accounting operations, financial reporting and internal audit. Prior to serving at Big Lots, she served as Vice President and Controller for Jitney-Jungle Stores of America, Inc., a grocery retailer, from April 1998 to March 2001. At Jitney-Jungle, Ms. Elliott was responsible for the accounting operations and the internal and external financial reporting functions. Prior to serving at Jitney-Jungle, she practiced public accounting for 12 years, 6 of which were with Ernst & Young LLP.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock is traded on the New York Stock Exchange under the symbol "DG." The high and low sales prices during each quarter in fiscal 2015 and 2014 were as follows:

2015	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
High	$76.99	$81.42	$81.15	$75.14
Low	$65.86	$71.44	$64.66	$59.75

2014	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
High	$61.18	$65.99	$65.10	$71.78
Low	$54.43	$53.00	$55.48	$62.50

On March 15, 2016, our stock price at the close of the market was $85.04 and there were approximately 1,874 shareholders of record of our common stock.

Dividends

On March 8, 2016, our Board of Directors declared a quarterly cash dividend of $0.25 per share, to be paid on April 12, 2016 to shareholders of record of our common stock on March 29, 2016. We paid quarterly cash dividends of $0.22 per share in 2015. Prior to March 2015, we had not declared or paid recurring dividends since March 2007. While the Board intends to continue regular quarterly cash dividends, the declaration and payment of future cash dividends are subject to the Board's discretion based on an evaluation of our earnings performance, financial condition, capital needs and other relevant factors.

Issuer Purchases of Equity Securities

The following table contains information regarding purchases of our common stock made during the quarter ended January 29, 2016 by or on behalf of Dollar General or any "affiliated purchaser," as defined by Rule 10b-18(a)(3) of the Securities Exchange Act of 1934:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(a)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(a)
10/31/15 - 11/30/15	—	$ —	—	$214,007,000
12/01/15 - 12/31/15	4,128,913	$70.29	4,128,913	$923,803,000
01/01/16 - 01/29/16	—	$ —	—	$923,803,000
Total	4,128,913	$70.29	4,128,913	$923,803,000

(a) A $500 million share repurchase program was publicly announced on September 5, 2012, and increases in the authorization under such program were announced on March 25, 2013 ($500 million increase), December 5, 2013 ($1.0 billion increase), March 12, 2015 ($1.0 billion increase) and December 3, 2015 ($1.0 billion increase). Under the authorization, purchases may be made in the open market or in privately negotiated transactions from time to time subject to market and other conditions. This repurchase authorization has no expiration date.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected consolidated financial information of Dollar General Corporation as of the dates and for the periods indicated. The selected historical statement of operations data and statement of cash flows data for the fiscal years ended January 29, 2016, January 30, 2015, and January 31, 2014 and balance sheet data as of January 29, 2016 and January 30, 2015, have been derived from our historical audited consolidated financial statements included elsewhere in this report. The selected historical statement of operations data and statement of cash flows data for the fiscal years ended February 1, 2013 and February 3, 2012 and balance sheet data as of January 31, 2014, February 1, 2013, and February 3, 2012 presented in this table have been derived from audited consolidated financial statements not included in this report.

The information set forth below should be read in conjunction with, and is qualified by reference to, the Consolidated Financial Statements and related notes included in Part II, Item 8 of this report and the Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II, Item 7 of this report. Certain financial disclosures relating to prior periods have been reclassified to conform to the current year presentation.

(Amounts in millions, excluding per share data, number of stores, selling square feet, and net sales per square foot)	Year Ended January 29, 2016	January 30, 2015	January 31, 2014	February 1, 2013	February 3, 2012(1)
Statement of Income Data:					
Net sales	$20,368.6	$18,909.6	$17,504.2	$16,022.1	$14,807.2
Cost of goods sold	14,062.5	13,107.1	12,068.4	10,936.7	10,109.3
Gross profit	6,306.1	5,802.5	5,435.7	5,085.4	4,697.9
Selling, general and administrative expenses	4,365.8	4,033.4	3,699.6	3,430.1	3,207.1
Operating profit	1,940.3	1,769.1	1,736.2	1,655.3	1,490.8
Interest expense	86.9	88.2	89.0	127.9	204.9
Other (income) expense	0.3	—	18.9	30.0	60.6
Income before income taxes	1,853.0	1,680.9	1,628.3	1,497.4	1,225.3
Income tax expense	687.9	615.5	603.2	544.7	458.6
Net income	$ 1,165.1	$ 1,065.3	$ 1,025.1	$ 952.7	$ 766.7
Earnings per share—basic	$ 3.96	$ 3.50	$ 3.17	$ 2.87	$ 2.25
Earnings per share—diluted	3.95	3.49	3.17	2.85	2.22
Dividends per share	0.88	—	—	—	—
Statement of Cash Flows Data:					
Net cash provided by (used in):					
Operating activities	$ 1,378.0	$ 1,314.7	$ 1,213.1	$ 1,131.4	$ 1,050.5
Investing activities	(503.4)	(371.7)	(250.0)	(569.8)	(513.8)
Financing activities	(1,296.5)	(868.8)	(598.3)	(546.8)	(908.0)
Total capital expenditures	(504.8)	(374.0)	(538.4)	(571.6)	(514.9)
Other Financial and Operating Data:					
Same store sales growth(2)	2.8%	2.8%	3.3%	4.7%	6.0%
Same store sales(2)	$19,254.3	$17,818.7	$16,365.5	$14,992.7	$13,626.7
Number of stores included in same store sales calculation	11,706	11,052	10,387	9,783	9,254
Number of stores (at period end)	12,483	11,789	11,132	10,506	9,937
Selling square feet (in thousands at period end)	92,477	87,205	82,012	76,909	71,774
Net sales per square foot(3)	$ 226	$ 223	$ 220	$ 216	$ 213
Consumables sales	75.9%	75.7%	75.2%	73.9%	73.2%
Seasonal sales	12.4%	12.4%	12.9%	13.6%	13.8%
Home products sales	6.3%	6.4%	6.4%	6.6%	6.8%
Apparel sales	5.4%	5.5%	5.5%	5.9%	6.2%
Rent expense	$ 856.9	$ 785.2	$ 686.9	$ 614.3	$ 542.3
Balance Sheet Data (at period end):					
Cash and cash equivalents and short-term investments	$ 157.9	$ 579.8	$ 505.6	$ 140.8	$ 126.1
Total assets	11,251.0	11,208.6	10,848.2	10,340.8	9,663.6
Long-term debt(4)	2,970.6	2,725.1	2,799.5	2,745.3	2,593.6
Total shareholders' equity	5,377.9	5,710.0	5,402.2	4,985.3	4,674.6

(1) The fiscal year ended February 3, 2012 was comprised of 53 weeks.

(2) Same-store sales are calculated based upon stores that were open at least 13 full fiscal months and remain open at the end of the reporting period. We include stores that have been remodeled, expanded or relocated in our same-store sales calculation. When applicable, we exclude the sales in the non-comparable week of a 53-week year from the same-store sales calculation.

(3) Net sales per square foot was calculated based on total sales for the preceding 12 months as of the ending date of the reporting period divided by the average selling square footage during the period, including the end of the fiscal year, the beginning of the fiscal year, and the end of each of our three interim fiscal quarters.

(4) Debt issuance costs are reflected as a deduction from the corresponding debt liability for all periods presented.

	Year Ended				
	January 29, 2016	**January 30, 2015**	**January 31, 2014**	**February 1, 2013**	**February 3, 2012**
Ratio of earnings to fixed charges(1):	4.5x	4.4x	4.7x	4.7x	3.8x

(1) For purposes of computing the ratio of earnings to fixed charges, (a) earnings consist of income (loss) before income taxes, plus fixed charges less capitalized expenses related to indebtedness (amortization expense for capitalized interest is not significant) and (b) fixed charges consist of interest expense (whether expensed or capitalized), the amortization of debt issuance costs and discounts related to indebtedness, and the interest portion of rent expense.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion and analysis should be read with, and is qualified in its entirety by, the Consolidated Financial Statements and the notes thereto. It also should be read in conjunction with the Cautionary Disclosure Regarding Forward-Looking Statements and the Risk Factors disclosures set forth in the Introduction and in Item 1A of this report, respectively.

Executive Overview

We are among the largest discount retailers in the United States by number of stores, with 12,575 stores located in 43 states as of February 26, 2016, with the greatest concentration of stores in the southern, southwestern, midwestern and eastern United States. We offer a broad selection of merchandise, including consumable products such as food, paper and cleaning products, health and beauty products and pet supplies, and non-consumable products such as seasonal merchandise, home decor and domestics, and basic apparel. Our merchandise includes high-quality national brands from leading manufacturers, as well as comparable quality and value private brand selections with prices at substantial discounts to national brands. We offer our customers these national brand and private brand products at everyday low prices (typically $10 or less) in our convenient small-box locations, with selling space averaging approximately 7,400 square feet per store.

Because the customers we serve are value-conscious, many with low or fixed incomes, we have always been intensely focused on helping them make the most of their spending dollars. We believe our convenient store format and broad selection of high-quality products at compelling values have driven our substantial growth and financial success over the years. Like other retailers, we have been operating for several years in an environment with ongoing macroeconomic challenges and uncertainties. Our core customers are often the first to be affected by negative or uncertain economic conditions such as unemployment and fluctuating food, energy and medical costs, and the last to feel the effects of improving economic conditions. Our customer has experienced both positive and negative general economic factors during 2015, such as lower gasoline prices and unemployment rates coupled with rising rents and medical costs. The overall financial impact of these factors to our customers has been inconsistent and their duration is unknown.

Our operating priorities continue to evolve as we consistently strive to improve our performance while retaining our customer-centric focus. We are keenly focused on executing the following priorities: 1) driving profitable sales growth, 2) capturing growth opportunities, 3) enhancing our position as a low-cost operator, and 4) investing in our people as a competitive advantage.

We seek to drive profitable sales growth through initiatives such as improvement in our in-stock position, as well as an ongoing focus on enhancing our margins while maintaining both everyday low price and affordability.

- Our in-stock improvement initiative is designed to ensure the right products are available on the shelf when our customers shop in our stores. To support this initiative and improve overall customer satisfaction, we are selectively investing incremental labor hours in those stores where we believe such increases will generate positive financial returns. As of the end of 2015, this retail labor hour investment had been implemented across over 3,100 stores. We have a disciplined approach to this labor investment and are able to quickly evaluate whether it delivers on our profitability expectations, reallocating resources as necessary.
- We demonstrate our commitment to the affordability needs of our core customer by pricing more than 75% of our stock-keeping units at $5 or less as of the end of 2015. However, as we work to provide everyday low prices and meet our customers' affordability needs, we also remain focused on enhancing our margins through effective category management, inventory shrink reduction initiatives, private brands penetration, efforts to improve distribution and

transportation efficiencies, global sourcing, and pricing and markdown optimization. With respect to category management, the mix of sales affects profitability because the gross margin associated with sales within our consumables category generally is lower than that associated with sales within our non-consumables categories. Even within each category, however, there are varying levels of gross margin associated with the specific items. With respect to inventory shrink reduction, the progress in 2015 was broad-based with shrink declining across all four product categories. For a discussion of the sales mix, as well as the results of certain other margin-related initiatives in 2015, see "Results of Operations" below.

The degree of success of these initiatives is often reflected in our same-store sales results and in the level of improvement in shopper frequency and number of items sold and average transaction amount. For the 2015 fourth quarter, we believe these ongoing initiatives helped to drive the same-store sales growth in three out of our four product categories, reflecting increases in both customer traffic and average transaction amount for the 32nd consecutive quarter when compared to the prior year quarter.

To support our other operating priorities we also are focused on capturing growth opportunities and innovating within our channel. We continued to expand our store count, opening 730 stores during 2015. We also have continued our store remodeling efforts and remodeled or relocated a total of 881 stores during 2015. In fiscal 2016, we have plans to open 900 stores and to relocate or remodel 875 stores, and we plan to maintain our accelerated square footage growth of approximately six to eight percent during 2017. We continue to innovate within our channel, and during 2016 we will implement the DG16 store format. This store format will include additional cooler doors, a redesigned queueing area, and other enhancements that are focused on meeting the evolving demands of our core customer while also delivering on our operating priorities. In addition, we are testing a smaller format store (less than 6,000 square feet) which we believe could allow us to capture growth opportunities in metropolitan areas.

We have established a position as a low-cost operator, continuously seeking ways to control costs that do not affect our customer's shopping experience. We have enhanced this position during the latter part of 2015 and into 2016 through our zero-based budgeting initiative, streamlining our business while also reducing expenses. Our goal is to lower the same-store sales growth required to leverage selling, general and administrative ("SG&A") expenses. As part of this initiative we reduced approximately 255 positions within our corporate support function in the third quarter of 2015 and expect to reinvest a portion of these savings in the business as we deem appropriate. In addition, at the store level, we remain committed to simplifying or eliminating various tasks so that those time savings can be reinvested by our store managers in other areas such as ensuring customer service, improved in-stock levels, and improved store standards. We will continue to seek additional opportunities to enhance our low-cost position.

Our employees are a competitive advantage, and we are always searching for ways to continue investing in them. Our training programs are continually evolving, as we work to ensure that our employees have the tools necessary to be successful in their positions. We invest in our employees in an effort to create an environment that attracts and retains talented personnel, as we believe that, particularly at the store level, employees who are promoted from within generally have longer tenures and are greater contributors to improvements in our financial performance. Furthermore, we believe that reducing our store manager turnover likely results in improved store financial performance in areas such as shrink and sales. We have also implemented training programs for high-potential employees, and believe that these and other efforts will produce a more stable, engaged workforce.

Our continued focus on these four operating priorities, coupled with strong cash flow management and share repurchases resulted in solid overall operating and financial performance in 2015 as compared to 2014 as follows. Basis points, as referred to below, are equal to 0.01 percent of net sales.

- Net sales in 2015 increased 7.7% over 2014. Sales in same-stores increased 2.8%, with increases in both customer traffic and average transaction amount. Consumables represented 76% of sales

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in 2015. Departments with the most significant increases in net sales were candy and snacks, perishables, tobacco, and food. Average sales per square foot in 2015 were $226, up from $223 in 2014.

- Operating profit increased 9.7% to $1.94 billion, or 9.5% of sales, compared to $1.77 billion, or 9.4% of sales in 2014. The increase in our operating profit rate was attributable to a 27 basis-point increase in our gross profit rate, which was partially offset by a 10 basis-point increase in SG&A.
- Our gross profit rate increased by 27 basis points due primarily to lower transportation costs and a lower rate of inventory shrinkage.
- The increase in SG&A, as a percentage of sales, was due primarily to increases in incentive compensation expense, repairs and maintenance expense and occupancy costs. For other factors, see the detailed discussion that follows.
- Interest expense decreased by $1.3 million in 2015 to $86.9 million. Total long-term obligations as of January 29, 2016 were $2.97 billion.
- We reported net income of $1.17 billion, or $3.95 per diluted share, for 2015, compared to net income of $1.07 billion, or $3.49 per diluted share, for 2014. Stock repurchase activity during 2014 and 2015 contributed to the increase in diluted earnings per share.
- We generated approximately $1.38 billion of cash flows from operating activities in 2015, an increase of 4.8% compared to 2014. We primarily utilized our cash flows from operating activities to invest in the growth of our business, repurchase our common stock, and pay quarterly cash dividends.
- Inventory turnover was 4.7 times on a rolling four-quarter basis. Inventories increased 4.3% on a per store basis over 2014.
- During 2015 we opened 730 new stores, remodeled or relocated 881 stores, and closed 36 stores.

Also in 2015, we repurchased approximately 17.6 million shares of our outstanding common stock for $1.3 billion.

In 2016, we plan to continue to focus on our four key operating priorities. We expect our sales growth in 2016 to again be driven primarily by consumables, although we expect non-consumables sales to continue to contribute to our profitable sales growth. Same-store sales growth is key to achieving our objectives, and we have implemented targeted actions to drive same-store sales in 2016, such as updating our customer segmentation to gain deeper insights into the spending habits for each of our core customer segments. This helps drive our category management process, as we optimize our assortment and expand into those categories that are most likely to drive traffic to our stores. Our continued focus on on-shelf availability and affordability also should assist in growing transactions and number of items sold. Our new store format will offer a total of 22 cooler doors, an increase of six cooler doors as compared to our previous new store format and will be utilized for all new stores, relocations and remodels.

Other key 2016 initiatives include our zero-based budgeting initiative, which we expect to take costs out of the business that do not affect the customer experience, ongoing supply chain improvements, and investing in our people. In addition, we plan to continue to repurchase shares of our common stock and pay quarterly cash dividends, subject to Board discretion, to further enhance shareholder return. However, we are facing potential regulatory changes relating to overtime exemptions under the Fair Labor Standards Act, which, if implemented, are expected to increase our labor costs and negatively affect our operating results.

Readers should refer to the detailed discussion of our operating results below for additional comments on financial performance in the current year periods as compared with the prior year periods.

Results of Operations

Accounting Periods. The following text contains references to years 2015, 2014, and 2013, which represent fiscal years ended January 29, 2016, January 30, 2015, and January 31, 2014, respectively. Our fiscal year ends on the Friday closest to January 31. All referenced fiscal years were 52-week accounting periods.

Seasonality. The nature of our business is seasonal to a certain extent. Primarily because of sales of holiday-related merchandise, sales in our fourth quarter (November, December and January) have historically been higher than sales achieved in each of the first three quarters of the fiscal year. Expenses, and to a greater extent operating profit, vary by quarter. Results of a period shorter than a full year may not be indicative of results expected for the entire year. Furthermore, the seasonal nature of our business may affect comparisons between periods. For more information about the seasonality of our business, see "Seasonality" included in Part 1, Item 1 of this report.

The following table contains results of operations data for fiscal years 2015, 2014 and 2013, and the dollar and percentage variances among those years.

				2015 vs. 2014		2014 vs. 2013	
(amounts in millions, except per share amounts)	**2015**	**2014**	**2013**	**Amount Change**	**% Change**	**Amount Change**	**% Change**
Net sales by category:							
Consumables	$15,457.6	$14,321.1	$13,161.8	*$1,136.5*	*7.9%*	*$1,159.3*	*8.8%*
% of net sales	*75.89%*	*75.73%*	*75.19%*				
Seasonal	2,522.7	2,345.0	2,259.5	*177.7*	*7.6*	*85.5*	*3.8*
% of net sales	*12.39%*	*12.40%*	*12.91%*				
Home products	1,289.4	1,205.4	1,115.6	*84.1*	*7.0*	*89.7*	*8.0*
% of net sales	*6.33%*	*6.37%*	*6.37%*				
Apparel	1,098.8	1,038.1	967.2	*60.7*	*5.8*	*71.0*	*7.3*
% of net sales	*5.39%*	*5.49%*	*5.53%*				
Net sales	$20,368.6	$18,909.6	$17,504.2	*$1,459.0*	*7.7%*	*$1,405.4*	*8.0%*
Cost of goods sold	14,062.5	13,107.1	12,068.4	*955.4*	*7.3*	*1,038.7*	*8.6*
% of net sales	*69.04%*	*69.31%*	*68.95%*				
Gross profit	6,306.1	5,802.5	5,435.7	*503.6*	*8.7*	*366.8*	*6.7*
% of net sales	*30.96%*	*30.69%*	*31.05%*				
Selling, general and administrative expenses	4,365.8	4,033.4	3,699.6	*332.4*	*8.2*	*333.9*	*9.0*
% of net sales	*21.43%*	*21.33%*	*21.14%*				
Operating profit	1,940.3	1,769.1	1,736.2	*171.2*	*9.7*	*32.9*	*1.9*
% of net sales	*9.53%*	*9.36%*	*9.92%*				
Interest expense	86.9	88.2	89.0	*(1.3)*	*(1.5)*	*(0.8)*	*(0.8)*
% of net sales	*0.43%*	*0.47%*	*0.51%*				
Other (income) expense	0.3	—	18.9	*0.3*	—	*(18.9)*	*(100.0)*
% of net sales	*0.00%*	*0.00%*	*0.11%*				
Income before income taxes	1,853.0	1,680.9	1,628.3	*172.2*	*10.2*	*52.5*	*3.2*
% of net sales	*9.10%*	*8.89%*	*9.30%*				
Income taxes	687.9	615.5	603.2	*72.4*	*11.8*	*12.3*	*2.0*
% of net sales	*3.38%*	*3.26%*	*3.45%*				
Net income	$ 1,165.1	$ 1,065.3	$ 1,025.1	*$ 99.7*	*9.4%*	*$ 40.2*	*3.9%*
% of net sales	*5.72%*	*5.63%*	*5.86%*				
Diluted earnings per share	$ 3.95	$ 3.49	$ 3.17	*$ 0.46*	*13.2%*	*$ 0.32*	*10.1%*

Net Sales. The net sales increase in 2015 reflects a same-store sales increase of 2.8% compared to 2014. For 2015, there were 11,706 same-stores which accounted for sales of $19.25 billion. Same-stores include stores that have been open for at least 13 months and remain open at the end of the reporting period. Changes in same-store sales are calculated based on the comparable calendar weeks in the prior year, and include stores that have been remodeled, expanded or relocated. The remainder of the increase in sales in 2015 was attributable to new stores, partially offset by sales from closed stores. The increase in sales reflects increased customer traffic and average transaction amounts. Increases in sales of consumables slightly outpaced our non-consumables, with sales of candy and snacks, perishables, tobacco products, and food contributing the majority of the increase in sales of consumables.

The net sales increase in 2014 reflects a same-store sales increase of 2.8% compared to 2013. For 2014, there were 11,052 same-stores which accounted for sales of $17.82 billion. The remainder of the increase in sales in 2014 was attributable to new stores, partially offset by sales from closed stores. The increase in sales reflects increased customer traffic and average transaction amounts resulting from the refinement of the Company's merchandise offerings, including a full year's sales of tobacco products, the expansion of perishables, and enhanced utilization of store square footage. Increases in sales of consumables outpaced our non-consumables, with sales of tobacco products, perishables, and candy and snacks contributing the majority of the increase in sales of consumables.

Of our four major merchandise categories, the consumables category, which generally has a lower gross profit rate than the other three categories, has grown most significantly over the past several years. Because of the impact of sales mix on gross profit, we continually review our merchandise mix and strive to adjust it when appropriate.

Gross Profit. The gross profit rate as a percentage of sales was 31.0% in 2015 compared to 30.7% in 2014. Gross profit increased by 8.7% in 2015, and as a percentage of sales, increased by 27 basis points. The gross profit rate increase in 2015 as compared to 2014 primarily reflects lower transportation costs and an improved rate of inventory shrinkage, partially offset by increased markdowns. We recorded a LIFO benefit of $2.3 million in 2015 compared to a LIFO provision of $4.2 million in 2014.

The gross profit rate as a percentage of sales was 30.7% in 2014 compared to 31.1% in 2013. Gross profit increased by 6.7% in 2014, and as a percentage of sales, decreased by 36 basis points. The most significant factor affecting the gross profit rate was an increase in markdowns, primarily due to increased promotions driven by competitive pressures. In addition, we experienced a continued trend of consumables comprising a larger portion of our net sales, primarily as the result of increased sales of lower margin consumables including tobacco products and expanded perishables offerings. These factors were partially offset by higher initial inventory markups. We recorded a LIFO provision of $4.2 million in 2014 compared to a LIFO benefit of $11.0 million in 2013.

SG&A. SG&A was 21.4% as a percentage of sales in 2015 compared to 21.3% in 2014, an increase of 10 basis points. The 2015 results reflect increases in incentive compensation expenses, repairs and maintenance expenses, occupancy costs, and fees associated with an increase in debit card transactions. Partially offsetting these items was a higher volume of cash back transactions resulting in increased convenience fees collected from customers. The 2014 results reflect expenses of $14.3 million, or 8 basis points as a percentage of sales, related to an acquisition that was not completed.

SG&A expense was 21.3% as a percentage of sales in 2014 compared to 21.1% in 2013, an increase of 19 basis points. The 2014 results reflect a significant increase in incentive compensation expense, as our 2013 financial performance did not satisfy certain performance requirements under our cash incentive compensation program. The 2014 results also reflect increases in rent and utilities. Partially offsetting these increased costs were retail labor expense, which increased at a rate lower than our increase in sales, the introduction of convenience fees charged to customers for cash back on debit card transactions, and a reduction in workers' compensation and general liability expenses. The 2014 period included expenses of $14.3 million relating to an acquisition that was not completed, while the 2013 results include expenses of $8.5 million for a legal settlement of a previously decertified collective action.

Interest Expense. Interest expense decreased $1.3 million to $86.9 million in 2015 compared to 2014. See the detailed discussion under "Liquidity and Capital Resources" regarding the financing of various long-term obligations.

Interest expense remained relatively constant in 2014 compared to 2013.

We had outstanding variable-rate debt of $686.6 million and $62.0 million as of January 29, 2016 and January 30, 2015, respectively, after taking into consideration the impact of interest rate swaps in effect at January 30, 2015. The remainder of our outstanding indebtedness at January 29, 2016 and January 30, 2015 was fixed rate debt.

Other (Income) Expense. In 2015, we recorded pretax losses of $0.3 million related to the refinancing of long-term debt. In 2013, we recorded pretax losses of $18.9 million resulting from the termination of our senior secured credit facilities.

Income Taxes. The effective income tax rates for 2015, 2014 and 2013 were expenses of 37.1%, 36.6% and 37.0%, respectively.

The effective income tax rate for 2015 was 37.1% compared to a rate of 36.6% for 2014 which represents a net increase of 0.5 percentage points. The effective income tax rate was lower in 2014 due principally to federal and state reserve releases in 2014 that did not reoccur, to the same extent, in 2015. As in prior years, we receive a significant income tax benefit related to wages paid to certain newly hired employees that qualify for federal jobs credits (principally the Work Opportunity Tax Credit or "WOTC"). In December 2015, Congress retroactively extended the federal law authorizing the WOTC for the period from January 1, 2015 through December 31, 2019. Accordingly, based on current law, the WOTC should be available for our 2016 through 2019 fiscal years.

The effective income tax rate for 2014 was 36.6% compared to a rate of 37.0% for 2013 which represents a net decrease of 0.4 percentage points. The effective income tax rate decreased from 2013 due principally to the favorable resolution of state income tax examinations and other state income tax reserves, which increased by a lesser amount in 2014 compared to 2013.

Off Balance Sheet Arrangements

The entities involved in the ownership structure underlying the leases for three of our distribution centers meet the accounting definition of a Variable Interest Entity ("VIE"). One of these distribution centers has been recorded as a financing obligation whereby its property and equipment are reflected in our consolidated balance sheets. The land and buildings of the other two distribution centers have been recorded as operating leases. We are not the primary beneficiary of these VIEs and, accordingly, have not included these entities in our consolidated financial statements. Other than the foregoing, we are not party to any material off balance sheet arrangements.

Effects of Inflation

We experienced little or no overall product cost inflation in 2015, 2014 and 2013.

Liquidity and Capital Resources

Current Financial Condition and Recent Developments

During the past three years, we have generated an aggregate of approximately $3.91 billion in cash flows from operating activities and incurred approximately $1.42 billion in capital expenditures. During that period, we expanded the number of stores we operate by 1,977, representing growth of approximately 19%, and we remodeled or relocated 2,378 stores, or approximately 19% of the stores we operated as of January 29, 2016. We intend to continue our current strategy of pursuing store growth, remodels and relocations in 2016.

We have a five-year $1.425 billion unsecured credit agreement (the "Facilities"), and we have outstanding $2.3 billion aggregate principal amount of senior notes. At January 29, 2016, we had total outstanding debt (including the current portion of long-term obligations) of $2.97 billion, which includes balances under the Facilities, and senior notes, all of which are described in greater detail below. We had $722.0 million available for borrowing under the Facilities at January 29, 2016. The information contained in Note 5 to the consolidated financial statements under the heading "Borrowing Facilities and 2015 Refinancing" contained in Part II, Item 8 of this report is incorporated herein by reference. Cash and cash equivalents decreased by $421.9 million in 2015, primarily due to the suspension of share repurchases during the portion of 2014 that coincided with our attempted acquisition, resulting in higher than normal cash and cash equivalents balances at the end of 2014.

We believe our cash flow from operations and existing cash balances, combined with availability under the Facilities as discussed in greater detail below and access to the debt markets will provide sufficient liquidity to fund our current obligations, projected working capital requirements, capital spending and anticipated dividend payments for a period that includes the next twelve months as well as the next several years. However, our ability to maintain sufficient liquidity may be affected by numerous factors, many of which are outside of our control. Depending on our liquidity levels, conditions in the capital markets and other factors, we may from time to time consider the issuance of debt, equity or other securities, the proceeds of which could provide additional liquidity for our operations.

Facilities

On October 20, 2015, we consummated a refinancing pursuant to which we amended and restated our senior unsecured credit facilities. The Facilities consist of a $425.0 million senior unsecured term loan facility (the "Term Facility") and a $1.0 billion senior unsecured revolving credit facility (the "Revolving Facility") which provides for the issuance of letters of credit up to $175.0 million. The Facilities are scheduled to mature on October 20, 2020.

Borrowings under the Facilities bear interest at a rate equal to an applicable interest rate margin plus, at our option, either (a) LIBOR or (b) a base rate (which is usually equal to the prime rate). The applicable interest rate margin for borrowings as of January 29, 2016 was 1.10% for LIBOR borrowings and 0.10% for base-rate borrowings. We must also pay a facility fee, payable on any used and unused commitment amounts of the Facilities, and customary fees on letters of credit issued under the Revolving Facility. The applicable interest rate margins for borrowings, the facility fees and the letter of credit fees under the Facilities are subject to adjustment from time to time based on our long-term senior unsecured debt ratings. The weighted average all-in interest rate for borrowings under the Facilities was 1.65% as of January 29, 2016.

The Facilities can be voluntarily prepaid in whole or in part at any time without penalty. There is no required amortization under the Facilities. The Facilities contain a number of customary affirmative and negative covenants that, among other things, restrict, subject to certain exceptions, the Company's and its subsidiaries ability to: incur additional liens; sell all or substantially all of our assets; consummate certain fundamental changes or change in the Company's lines of business; and incur additional subsidiary indebtedness. The Facilities also contain financial covenants that require the maintenance of a minimum fixed charge coverage ratio and a maximum leverage ratio. As of January 29, 2016, we were in compliance with all such covenants. The Facilities also contain customary events of default.

As of January 29, 2016, under the Revolving Facility, the Company had outstanding borrowings of $251.0 million, standby letters of credit of $27.0 million, and borrowing availability of $722.0 million. In addition, we had outstanding commercial letters of credit of $11.7 million.

For the remainder of fiscal 2016, we anticipate potential borrowings under the Revolving Facility up to a maximum of approximately $500 million outstanding at any one time, including any anticipated borrowings to fund repurchases of common stock.

Senior Notes

On October 20, 2015, we issued $500.0 million aggregate principal amount of 4.150% senior notes due 2025 (the "2025 Senior Notes"), net of discount of $0.8 million, which are scheduled to mature on November 1, 2025. In addition, we have $500.0 million aggregate principal amount of 4.125% senior notes due 2017 (the "2017 Senior Notes") which are scheduled to mature on July 15, 2017, $400.0 million aggregate principal amount of 1.875% senior notes due 2018 (the "2018 Senior Notes"), net of discount of $0.2 million, which are scheduled to mature on April 15, 2018; and $900.0 million aggregate principal amount of 3.25% senior notes due 2023 (the "2023 Senior Notes"), net of discount of $1.8 million, which are scheduled to mature on April 15, 2023. Collectively, the 2017 Senior Notes, the 2018 Senior Notes, the 2023 Senior Notes and the 2025 Senior Notes comprise the "Senior Notes", each of which were issued pursuant to an indenture as supplemented and amended by supplemental indentures relating to each series of Senior Notes (as so supplemented and amended, the "Senior Indenture"). Interest on the 2017 Senior Notes is payable in cash on January 15 and July 15 of each year. Interest on the 2018 Senior Notes and the 2023 Senior Notes is payable in cash on April 15 and October 15 of each year. Interest on the 2025 Senior Notes is payable in cash on May 1 and November 1 of each year, commencing on May 1, 2016. The net proceeds from the sale of the 2025 Senior Notes were used, together with borrowings under the Facilities, to repay all outstanding borrowings under the then-existing credit agreement and for general corporate purposes.

We may redeem some or all of the Senior Notes at any time at redemption prices set forth in the Senior Indenture. Upon the occurrence of a change of control triggering event, which is defined in the Senior Indenture, each holder of our Senior Notes has the right to require us to repurchase some or all of such holder's Senior Notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

The Senior Indenture contains covenants limiting, among other things, our ability (subject to certain exceptions) to consolidate, merge, or sell or otherwise dispose of all or substantially all of our assets; and our ability and the ability of our subsidiaries to incur or guarantee indebtedness secured by liens on any shares of voting stock of significant subsidiaries.

The Senior Indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on our Senior Notes to become or to be declared due and payable, as applicable.

Sale Leaseback Transaction

In January 2014 we consummated a transaction pursuant to which we sold and subsequently leased back the land, buildings and related improvements for 233 of our stores. This transaction resulted in cash proceeds of approximately $281.6 million.

Rating Agencies

In October 2015, Standard & Poor's raised our senior unsecured debt rating and our corporate debt rating to BBB, both with a stable outlook, and Moody's reaffirmed our senior unsecured debt rating of Baa3 and changed our outlook to positive. Our current credit ratings, as well as future rating agency actions, could (i) impact our ability to finance our operations on satisfactory terms; (ii) affect our financing costs; and (iii) affect our insurance premiums and collateral requirements necessary for our self-insured programs. There can be no assurance that we will be able to maintain or improve our current credit ratings.

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Interest Rate Swaps

From time to time, we use interest rate swaps to minimize the risk of adverse changes in interest rates. These swaps are intended to reduce risk by hedging an underlying economic exposure. Because of high correlation between the derivative financial instrument and the underlying exposure being hedged, fluctuations in the value of the financial instruments are generally offset by reciprocal changes in the value of the underlying economic exposure. Our principal interest rate exposure relates to outstanding amounts under our Facilities. On May 31, 2015, interest rate swaps with a total notional amount of $875.0 million expired, and at January 29, 2016, we had no outstanding interest rate swaps. For more information see Item 7A, "Quantitative and Qualitative Disclosures about Market Risk" below.

Contractual Obligations

The following table summarizes our significant contractual obligations and commercial commitments as of January 29, 2016 (in thousands):

	Payments Due by Period				
Contractual obligations	**Total**	**< 1 year**	**1 - 3 years**	**3 - 5 years**	**5+ years**
Long-term debt obligations	$ 2,986,590	$ 215	$ 900,770	$ 677,080	$1,408,525
Capital lease obligations	4,806	1,164	1,412	920	1,310
Interest(a)	513,562	89,626	141,340	119,576	163,020
Self-insurance liabilities(b)	221,796	83,293	89,438	30,388	18,677
Operating lease obligations(c)	7,229,243	866,444	1,614,931	1,353,567	3,394,301
Subtotal	$10,955,997	$1,040,742	$2,747,891	$2,181,531	$4,985,833

	Commitments Expiring by Period				
Commercial commitments(d)	**Total**	**< 1 year**	**1 - 3 years**	**3 - 5 years**	**5+ years**
Letters of credit	$ 11,680	$ 11,680	$ —	$ —	$ —
Purchase obligations(e)	722,630	722,630	—	—	—
Subtotal	$ 734,310	$ 734,310	$ —	$ —	$ —
Total contractual obligations and commercial commitments(f)	$11,690,307	$1,775,052	$2,747,891	$2,181,531	$4,985,833

(a) Represents obligations for interest payments on long-term debt and capital lease obligations, and includes projected interest on variable rate long-term debt, using 2015 year end rates and balances. Variable rate long-term debt includes the balance of the senior revolving credit facility (which had a balance of $251 million as of January 29, 2016), the balance of our tax increment financing of $10.6 million, and the balance of the senior term loan facility of $425 million.

(b) We retain a significant portion of the risk for our workers' compensation, employee health insurance, general liability, property loss and automobile insurance. As these obligations do not have scheduled maturities, these amounts represent undiscounted estimates based upon actuarial assumptions. Reserves for workers' compensation and general liability which existed as of the date of a merger transaction in 2007 were discounted in order to arrive at estimated fair value. All other amounts are reflected on an undiscounted basis in our consolidated balance sheets.

(c) Operating lease obligations are inclusive of amounts included in deferred rent in our consolidated balance sheets.

(d) Commercial commitments include information technology license and support agreements, supplies, fixtures, letters of credit for import merchandise, and other inventory purchase obligations.

(e) Purchase obligations include legally binding agreements for software licenses and support, supplies, fixtures, and merchandise purchases (excluding such purchases subject to letters of credit).

(f) We have potential payment obligations associated with uncertain tax positions that are not reflected in these totals. We are currently unable to make reasonably reliable estimates of the period of cash settlement with the taxing authorities for the $8.7 million of reserves for uncertain tax positions.

Share Repurchase Program

On December 2, 2015, the Company's Board of Directors authorized a $1.0 billion increase to our existing common stock repurchase program. Our common stock repurchase program had a total remaining authorization of approximately $924 million at January 29, 2016. Under the authorization, purchases may be made in the open market or in privately negotiated transactions from time to time subject to market and other conditions, and the authorization has no expiration date. For more detail about our share repurchase program, see Note 12 to the consolidated financial statements.

Other Considerations

On March 8, 2016, the Board of Directors approved a quarterly cash dividend to shareholders of $0.25 per share which will be paid on April 12, 2016 to shareholders of record on March 29, 2016, an increase of $0.03 per share over quarterly dividends paid in 2015. Although the Board currently intends to continue regular quarterly cash dividends, the payment of future cash dividends are subject to the Board's discretion and will depend upon, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our Board may deem relevant.

Our inventory balance represented approximately 54% of our total assets exclusive of goodwill and other intangible assets as of January 29, 2016. Our ability to effectively manage our inventory balances can have a significant impact on our cash flows from operations during a given fiscal year. Inventory purchases are often somewhat seasonal in nature, such as the purchase of warm-weather or Christmas-related merchandise. Efficient management of our inventory has been and continues to be an area of focus for us.

As described in Note 8 to the consolidated financial statements, we are involved in a number of legal actions and claims, some of which could potentially result in material cash payments. Adverse developments in those actions could materially and adversely affect our liquidity. We also have certain income tax-related contingencies as disclosed in Note 4 to the consolidated financial statements. Future negative developments could have a material adverse effect on our liquidity.

Cash Flows

Cash flows from operating activities. Cash flows from operating activities were $1.38 billion in 2015, an increase of $63.2 million compared to 2014. Significant components of the increase in cash flows from operating activities in 2015 compared to 2014 include increased net income due primarily to increased sales and operating profit in 2015 as described in more detail above under "Results of Operations." Changes in merchandise inventories resulted in a net use of working capital, increasing by a greater amount in 2015 compared to 2014 as described in greater detail below. Accounts payable increased by $105.6 million in 2015 compared to a $97.2 million increase in 2014, due primarily to the timing of merchandise receipts and related payments.

Cash flows from operating activities were $1.31 billion in 2014, an increase of $101.7 million compared to 2013. Significant components of the increase in cash flows from operating activities in 2014 compared to 2013 include increased net income due primarily to increased sales and operating profit in 2014 as described in more detail above under "Results of Operations." Merchandise inventories increased by a greater amount in 2014 compared to 2013 as described in greater detail below, which was partially offset by accounts payable, which increased by $97.2 million in 2014 compared to a $36.9 million increase in 2013. The increase in accounts payable during 2014 was due primarily to the volume and timing of domestic merchandise receipts.

On an ongoing basis, we closely monitor and manage our inventory balances, and they may fluctuate from period to period based on new store openings, the timing of purchases, and other factors. Inventory balances at January 29, 2016 were impacted by a new DC in Texas, the timing of the Easter holiday in 2016, and our in-stock improvement initiative. Merchandise inventories increased by 10% in 2015, by 9% in 2014, and by 7% in 2013. Inventory levels in the consumables category increased by $218.4 million, or 13% in 2015, by $178.4 million, or 12%, in 2014, and by $168.0 million, or 12%, in 2013. The seasonal category increased by $63.2 million, or 13%, in 2015, by $13.8 million, or 3%, in 2014, and decreased by $4.7 million, or 1%, in 2013. The home products category increased by $12.8 million, or 5%, in 2015, was essentially unchanged in 2014, and increased by $22.0 million, or 9%, in 2013. The apparel category decreased by $2.7 million, or 1%, in 2015, increased by $37.1 million, or 13%, in 2014, and decreased by $29.5 million, or 9%, in 2013.

Cash flows from investing activities. Significant components of property and equipment purchases in 2015 included the following approximate amounts: $168 million for improvements, upgrades, remodels and relocations of existing stores; $144 million for distribution and transportation-related projects; $99 million for new leased stores; $53 million for stores built by us; and $34 million for information systems upgrades and technology-related projects. The timing of new, remodeled and relocated store openings along with other factors may affect the relationship between such openings and the related property and equipment purchases in any given period. During 2015, we opened 730 new stores and remodeled or relocated 881 stores.

Significant components of property and equipment purchases in 2014 included the following approximate amounts: $127 million for improvements, upgrades, remodels and relocations of existing stores; $102 million for new leased stores; $64 million for distribution and transportation-related projects; $38 million for stores built by us; and $35 million for information systems upgrades and technology-related projects. During 2014, we opened 700 new stores and remodeled or relocated 915 stores. Cash flows from investing activities decreased from 2013 to 2014, due primarily to a sale-leaseback transaction in 2013 (more fully described below).

Significant components of property and equipment purchases in 2013 included the following approximate amounts: $187 million for improvements, upgrades, remodels and relocations of existing stores; $124 million for new leased stores; $112 million for distribution centers, which included a significant portion of the construction cost of a distribution center in Pennsylvania; $76 million for stores purchased or built by us; and $28 million for information systems upgrades and technology-related projects. During 2013, we opened 650 new stores and remodeled or relocated 582 stores. Our sale-leaseback transaction which we consummated in January 2014 for 233 of our stores resulted in proceeds from the sale of these properties of approximately $281.6 million.

Capital expenditures during 2016 are projected to be in the range of $550-$600 million. We anticipate funding 2016 capital requirements with existing cash balances, cash flows from operations, and we also expect to have significant availability under our Revolving Facility if necessary. We plan to continue to invest in store growth and development of approximately 900 new stores and approximately 875 stores to be remodeled or relocated. Capital expenditures in 2016 are anticipated to support our store growth as well as our remodel and relocation initiatives, including capital outlays for leasehold improvements, fixtures and equipment; the construction of new stores; costs to support and enhance our supply chain initiatives including new and existing distribution center facilities; technology initiatives; as well as routine and ongoing capital requirements.

Cash flows from financing activities. In 2015, we repurchased 17.6 million outstanding shares of our common stock at a total cost of $1.3 billion. We made repayments of $500.0 million on the balance of the Term Facility, and had proceeds of $499.2 million from the issuance of senior notes. Net borrowings under the Revolving Facility during 2015 were $251.0 million.

In 2014, we repurchased 14.1 million outstanding shares of our common stock at a total cost of $800.1 million. We made repayments of $75.0 million on the balance of the Term Facility. Borrowings and repayments under the Revolving Facility during the 2014 period were the same amount, resulting in no net increase to amounts outstanding under the Revolving Facility during 2014.

The 2013 cash flows from financing activities reflect a refinancing in April 2013, including the issuance of long-term obligations which includes the $1.0 billion unsecured Term Facility and the issuance of Senior Notes totaling approximately $1.3 billion. Proceeds from these transactions were used to repay our previous secured term loan and revolving credit facilities which had balances of $1.96 billion and $155.6 million when refinanced. Net repayments under the Revolving Facility were $130.9 million during 2013. We paid debt issuance costs and hedging fees totaling $29.2 million in 2013 related to the refinancing. Also in 2013, we repurchased 11.0 million outstanding shares of our common stock at a total cost of $620.1 million.

Accounting Standards

In February 2016, the FASB issued new guidance related to lease accounting. This guidance requires a dual approach for lessee accounting under which a lessee will account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability on its balance sheet, with differing methodology for income statement recognition. This guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2018, and early adoption is permitted. A modified retrospective approach is required for all leases existing or entered into after the beginning of the earliest comparative period in the consolidated financial statements. We are currently assessing the impact that adoption of this guidance will have on our consolidated financial statements, and we are anticipating a material impact because of our significant volume of lease contracts.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with generally accepted accounting principles in the United States ("U.S. GAAP") requires management to make estimates and assumptions that affect reported amounts and related disclosures. In addition to the estimates presented below, there are other items within our financial statements that require estimation, but are not deemed critical as defined below. We believe these estimates are reasonable and appropriate. However, if actual experience differs from the assumptions and other considerations used, the resulting changes could have a material effect on the financial statements taken as a whole.

Management believes the following policies and estimates are critical because they involve significant judgments, assumptions, and estimates. Management has discussed the development and selection of the critical accounting estimates with the Audit Committee of our Board of Directors, and the Audit Committee has reviewed the disclosures presented below relating to those policies and estimates. See Note 1 to the consolidated financial statements for a detailed discussion of our principal accounting policies.

Merchandise Inventories. Merchandise inventories are stated at the lower of cost or market ("LCM") with cost determined using the retail last in, first out ("LIFO") method. We use the retail inventory method ("RIM") to calculate gross profit and the resulting valuation of inventories at cost, which are computed utilizing a calculated cost-to-retail inventory ratio at an inventory department level. We apply the RIM to these departments, which are groups of products that are fairly uniform in terms of cost, selling price relationship and turnover. The RIM will result in valuing inventories at LCM if permanent markdowns are currently taken as a reduction of the retail value of inventories. Inherent in the retail inventory method calculation are certain management judgments and estimates that may impact the ending inventory valuation at cost, as well as the gross profit recognized. These judgments include ensuring departments consist of uniform products, recording estimated shrinkage between physical inventories, and timely recording of markdowns needed to sell inventory.

We perform an annual LIFO analysis whereby all merchandise units are considered for inclusion in the index formulation. An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels and costs at that time. In contrast, interim LIFO calculations are based on management's annual estimates of sales and the rate of inflation or deflation, as well as year-end inventory levels. We also perform analyses for determining obsolete inventory, adjusting inventory on a quarterly basis to an LCM value based on various management assumptions including estimated below cost markdowns not yet recorded, but required to liquidate such inventory in future periods.

Factors considered in the determination of markdowns include current and anticipated demand based on changes in competitors' practices, consumer preferences, consumer spending and unseasonable weather patterns. Certain of these factors are outside of our control and may result in greater than estimated markdowns to entice consumer purchases of excess inventory. The amount and timing of markdowns may vary significantly from year to year.

We perform physical inventories in virtually all of our stores on an annual basis. We calculate our shrink provision based on actual physical inventory results during the fiscal period and an accrual for estimated shrink occurring subsequent to a physical inventory through the end of the fiscal reporting period. This accrual is calculated as a percentage of sales at each retail store, at a department level, based on the store's most recent historical shrink rate. To the extent that subsequent physical inventories yield different results than the estimated accrual, our effective shrink rate for a given reporting period will include the impact of adjusting to the actual results.

We believe our estimates and assumptions related to the application of the RIM results in a merchandise inventory valuation that reasonably approximates cost on a consistent basis.

Goodwill and Other Intangible Assets. The qualitative and quantitative assessments related to the valuation and any potential impairment of goodwill and other intangible assets are each subject to judgments and/or assumptions. The analysis of qualitative factors may include determining the appropriate factors to consider and the relative importance of those factors along with other assumptions. If required, judgments in the quantitative testing process may include projecting future cash flows, determining appropriate discount rates, correctly applying valuation techniques, correctly computing the implied fair value of goodwill if necessary, and other assumptions. Future cash flow projections are based on management's projections and represent best estimates taking into account recent financial performance, market trends, strategic plans and other available information, which in recent years have been materially accurate. Changes in these estimates and assumptions could materially affect the determination of fair value or impairment, however, such a conclusion is not indicated by recent analyses. Future indicators of impairment could result in an asset impairment charge. If these judgments or assumptions are incorrect or flawed, the analysis could be negatively impacted.

Our most recent testing of our goodwill and indefinite lived trade name intangible assets was completed during the third quarter of 2015. No indicators of impairment were evident and no assessment of or adjustment to these assets was required. We are not currently projecting a decline in cash flows that could be expected to have an adverse effect such as a violation of debt covenants or future impairment charges.

Property and Equipment. Property and equipment are recorded at cost. We group our assets into relatively homogeneous classes and generally provide for depreciation on a straight-line basis over the estimated average useful life of each asset class, except for leasehold improvements, which are amortized over the lesser of the applicable lease term or the estimated useful life of the asset. Certain store and warehouse fixtures, when fully depreciated, are removed from the cost and related accumulated depreciation and amortization accounts. The valuation and classification of these assets and the assignment of depreciable lives involves judgments and the use of estimates, which we believe have been materially accurate in recent years.

Impairment of Long-lived Assets. Impairment of long-lived assets results when the carrying value of the assets exceeds the estimated undiscounted future cash flows generated by the assets. Our estimate of undiscounted future store cash flows is based upon historical operations of the stores and estimates of future profitability which encompasses many factors that are subject to variability and are difficult to predict. If our estimates of future cash flows are not materially accurate, our impairment analysis could be impacted accordingly. If a long-lived asset is found to be impaired, the amount recognized for impairment is equal to the difference between the carrying value and the asset's estimated fair value. The fair value is estimated based primarily upon projected future cash flows (discounted at our credit adjusted risk-free rate) or other reasonable estimates of fair market value. Although not currently anticipated, changes in these estimates, assumptions or projections could materially affect the determination of fair value or impairment.

Insurance Liabilities. We retain a significant portion of the risk for our workers' compensation, employee health, property loss, automobile and general liability. These represent significant costs primarily due to our large employee base and number of stores. Provisions are made for these liabilities on an undiscounted basis. Certain of these liabilities are based on actual claim data and estimates of incurred but not reported claims developed using actuarial methodologies based on historical claim trends, which have been and are anticipated to continue to be materially accurate. If future claim trends deviate from recent historical patterns, or other unanticipated events affect the number and significance of future claims, we may be required to record additional expenses or expense reductions, which could be material to our future financial results.

Contingent Liabilities—Income Taxes. Income tax reserves are determined using the methodology established by accounting standards relating to uncertainty in income taxes. These standards require companies to assess each income tax position taken using a two-step process. A determination is first made as to whether it is more likely than not that the position will be sustained, based upon the technical merits, upon examination by the taxing authorities. If the tax position is expected to meet the more likely than not criteria, the benefit recorded for the tax position equals the largest amount that is greater than 50% likely to be realized upon ultimate settlement of the respective tax position. Uncertain tax positions require determinations and liabilities to be estimated based on provisions of the tax law which may be subject to change or varying interpretation. If our determinations and estimates prove to be inaccurate, the resulting adjustments could be material to our future financial results.

Contingent Liabilities—Legal Matters. We are subject to legal, regulatory and other proceedings and claims. We establish liabilities as appropriate for these claims and proceedings based upon the probability and estimability of losses and to fairly present, in conjunction with the disclosures of these matters in our financial statements and SEC filings, management's view of our exposure. We review outstanding claims and proceedings with external counsel to assess probability and estimates of loss, which includes an analysis of whether such loss estimates are probable, reasonably possible, or remote. We re-evaluate these assessments on a quarterly basis or as new and significant information becomes available to determine whether a liability should be established or if any existing liability should be adjusted. The actual cost of resolving a claim or proceeding ultimately may be substantially different than the amount of the recorded liability. In addition, because it is not permissible under U.S. GAAP to establish a litigation liability until the loss is both probable and estimable, in some cases there may be insufficient time to establish a liability prior to the actual incurrence of the loss (upon verdict and judgment at trial, for example, or in the case of a quickly negotiated settlement).

Lease Accounting and Excess Facilities. Many of our stores are subject to build-to-suit arrangements with landlords, which typically carry a primary lease term of up to 15 years with multiple renewal options. We also have stores subject to shorter-term leases and many of these leases have renewal options. Certain of our stores have provisions for contingent rentals based upon a percentage of defined sales volume. We recognize contingent rental expense when the achievement of specified sales targets is considered probable. We record minimum rental expense on a straight-line basis over the base, non-cancelable lease term commencing on the date that we take physical possession of the property from the landlord, which normally includes a period prior to store opening to make necessary leasehold improvements and install store fixtures. When a lease contains a predetermined fixed escalation of the minimum rent, we recognize the related rent expense on a straight-line basis and record the difference between the recognized rental expense and the amounts payable under the lease as deferred rent. Tenant allowances, to the extent received, are recorded as deferred incentive rent and amortized as a reduction to rent expense over the term of the lease. We reflect as a liability any difference between the calculated expense and the amounts actually paid. Improvements of leased properties are amortized over the shorter of the life of the applicable lease term or the estimated useful life of the asset.

Share-Based Payments. Our stock option awards are valued on an individual grant basis using the Black-Scholes-Merton closed form option pricing model. We believe that this model fairly estimates the value of our stock option awards. The application of this valuation model involves assumptions that are judgmental in the valuation of stock options, which affects compensation expense related to these options. These assumptions include the term that the options are expected to be outstanding, the historical volatility of our stock price, applicable interest rates and the dividend yield of our stock. Other factors involving judgments that affect the expensing of share-based payments include estimated forfeiture rates of share-based awards. Historically, these estimates have been materially accurate; however, if our estimates differ materially from actual experience, we may be required to record additional expense or reductions of expense, which could be material to our future financial results.

Fair Value Measurements. Accounting standards for the measurement of fair value of assets and liabilities establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). Therefore, Level 3 inputs are typically based on an entity's own assumptions, as there is little, if any, related market activity, and thus require the use of significant judgment and estimates. Currently, we have no assets or liabilities that are valued based solely on Level 3 inputs.

Our fair value measurements are primarily associated with our outstanding debt instruments. We use various valuation models in determining the values of these liabilities. We believe that in recent years these methodologies have produced materially accurate valuations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Financial Risk Management

We are exposed to market risk primarily from adverse changes in interest rates, and to a lesser degree commodity prices. To minimize this risk, we may periodically use financial instruments, including derivatives. All derivative financial instrument transactions must be authorized and executed pursuant to approval by the Board of Directors. As a matter of policy, we do not buy or sell financial instruments for speculative or trading purposes, and any such derivative financial instruments are intended to be used to reduce risk by hedging an underlying economic exposure. Our objective is to correlate derivative financial instruments and the underlying exposure being hedged, so that fluctuations in the value of the financial instruments are generally offset by reciprocal changes in the value of the underlying economic exposure.

Interest Rate Risk

We manage our interest rate risk through the strategic use of fixed and variable interest rate debt and, from time to time, derivative financial instruments. Our principal interest rate exposure relates to outstanding amounts under our unsecured debt Facilities. As of January 29, 2016, we had variable rate borrowings of $425 million under our Term Facility and borrowings of $251 million outstanding under our Revolving Facility. In order to mitigate a portion of the variable rate interest exposure under the Facilities, in prior years we have entered into various interest rate swaps. As of January 29, 2016, no such interest rate swaps were outstanding and, as a result, we are exposed to fluctuations in variable interest rates under the Facilities. For a detailed discussion of our Facilities, see Note 5 to the consolidated financial statements.

A change in interest rates on variable rate debt impacts our pre-tax earnings and cash flows; whereas a change in interest rates on fixed rate debt impacts the economic fair value of debt but not our pre-tax earnings and cash flows. Based on our variable rate borrowing levels and interest rate swaps outstanding as of January 29, 2016 and January 30, 2015, the annualized effect of a one percentage point increase in variable interest rates would have resulted in a pretax reduction of our earnings and cash flows of approximately $6.9 million in 2015 and $0.6 million in 2014.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
Dollar General Corporation

We have audited the accompanying consolidated balance sheets of Dollar General Corporation and subsidiaries as of January 29, 2016 and January 30, 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended January 29, 2016. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Dollar General Corporation and subsidiaries at January 29, 2016 and January 30, 2015, and the consolidated results of their operations and their cash flows for each of the three years in the period ended January 29, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Dollar General Corporation and subsidiaries' internal control over financial reporting as of January 29, 2016, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 22, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee
March 22, 2016

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	January 29, 2016	January 30, 2015 (see Note 1)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 157,947	$ 579,823
Merchandise inventories	3,074,153	2,782,521
Income tax receivable	6,843	—
Prepaid expenses and other current assets	193,467	170,265
Total current assets	3,432,410	3,532,609
Net property and equipment	2,264,062	2,116,075
Goodwill	4,338,589	4,338,589
Other intangible assets, net	1,200,994	1,201,870
Other assets, net	21,830	19,499
Total assets	$11,257,885	$11,208,642
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term obligations	$ 1,379	$ 101,158
Accounts payable	1,494,225	1,388,154
Accrued expenses and other	467,122	413,760
Income taxes payable	32,870	59,400
Total current liabilities	1,995,596	1,962,472
Long-term obligations	2,969,175	2,623,965
Deferred income taxes	639,955	626,858
Other liabilities	275,283	285,309
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, 1,000 shares authorized	—	—
Common stock; $0.875 par value, 1,000,000 shares authorized, 286,694 and 303,447 shares issued and outstanding at January 29, 2016 and January 30, 2015, respectively	250,855	265,514
Additional paid-in capital	3,107,283	3,048,806
Retained earnings	2,025,545	2,403,045
Accumulated other comprehensive loss	(5,807)	(7,327)
Total shareholders' equity	5,377,876	5,710,038
Total liabilities and shareholders' equity	$11,257,885	$11,208,642

The accompanying notes are an integral part of the consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)

	For the Year Ended		
	January 29, 2016	January 30, 2015	January 31, 2014
Net sales	$20,368,562	$18,909,588	$17,504,167
Cost of goods sold	14,062,471	13,107,081	12,068,425
Gross profit	6,306,091	5,802,507	5,435,742
Selling, general and administrative expenses	4,365,797	4,033,414	3,699,557
Operating profit	1,940,294	1,769,093	1,736,185
Interest expense	86,944	88,232	88,984
Other (income) expense	326	—	18,871
Income before income taxes	1,853,024	1,680,861	1,628,330
Income tax expense	687,944	615,516	603,214
Net income	$ 1,165,080	$ 1,065,345	$ 1,025,116
Earnings per share:			
Basic	$ 3.96	$ 3.50	$ 3.17
Diluted	$ 3.95	$ 3.49	$ 3.17
Weighted average shares outstanding:			
Basic	294,330	304,633	322,886
Diluted	295,211	305,681	323,854
Dividends per share	$ 0.88	$ —	$ —

The accompanying notes are an integral part of the consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	For the Year Ended		
	January 29, 2016	January 30, 2015	January 31, 2014
Net income	$1,165,080	$1,065,345	$1,025,116
Unrealized net gain (loss) on hedged transactions, net of related income tax expense (benefit) of $971, $1,671 and $(4,461), respectively	1,520	2,583	(6,972)
Comprehensive income	$1,166,600	$1,067,928	$1,018,144

The accompanying notes are an integral part of the consolidated financial statements.

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DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands except per share amounts)

	Common Stock Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balances, February 1, 2013	327,069	$286,185	$2,991,351	$ 1,710,732	$(2,938)	$ 4,985,330
Net income	—	—	—	1,025,116	—	1,025,116
Unrealized net gain (loss) on hedged transactions	—	—	—	—	(6,972)	(6,972)
Share-based compensation expense	—	—	20,961	—	—	20,961
Repurchases of common stock	(11,037)	(9,657)	—	(610,395)	—	(620,052)
Tax benefit from stock option exercises	—	—	24,151	—	—	24,151
Other equity and related transactions	1,026	896	(27,237)	—	—	(26,341)
Balances, January 31, 2014	317,058	$277,424	$3,009,226	$ 2,125,453	$(9,910)	$ 5,402,193
Net income	—	—	—	1,065,345	—	1,065,345
Unrealized net gain (loss) on hedged transactions	—	—	—	—	2,583	2,583
Share-based compensation expense	—	—	37,338	—	—	37,338
Repurchases of common stock	(14,106)	(12,342)	—	(787,753)	—	(800,095)
Tax benefit from stock option exercises	—	—	5,047	—	—	5,047
Other equity and related transactions	495	432	(2,805)	—	—	(2,373)
Balances, January 30, 2015	303,447	$265,514	$3,048,806	$ 2,403,045	$(7,327)	$ 5,710,038
Net income	—	—	—	1,165,080	—	1,165,080
Cash dividends, $0.88 per common share	—	—	—	(258,328)	—	(258,328)
Unrealized net gain (loss) on hedged transactions	—	—	—	—	1,520	1,520
Share-based compensation expense	—	—	38,547	—	—	38,547
Repurchases of common stock	(17,556)	(15,361)	—	(1,284,252)	—	(1,299,613)
Tax benefit from stock option exercises	—	—	13,698	—	—	13,698
Other equity and related transactions	803	702	6,232	—	—	6,934
Balances, January 29, 2016	286,694	$250,855	$3,107,283	$ 2,025,545	$(5,807)	$ 5,377,876

The accompanying notes are an integral part of the consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	For the Year Ended		
	January 29, 2016	January 30, 2015	January 31, 2014
Cash flows from operating activities:			
Net income	$ 1,165,080	$ 1,065,345	$ 1,025,116
Adjustments to reconcile net income to net cash from operating activities:			
Depreciation and amortization	352,431	342,353	332,837
Deferred income taxes	12,126	(17,734)	(36,851)
Tax benefit of share-based awards	(13,698)	(12,147)	(30,990)
Loss on debt retirement, net	326	—	18,871
Noncash share-based compensation	38,547	37,338	20,961
Other noncash (gains) and losses	7,797	8,551	(12,747)
Change in operating assets and liabilities:			
Merchandise inventories	(290,001)	(233,559)	(144,943)
Prepaid expenses and other current assets	(24,626)	(25,048)	(4,947)
Accounts payable	105,637	97,166	36,942
Accrued expenses and other liabilities	44,949	41,635	16,265
Income taxes	(19,675)	12,399	(5,249)
Other	(905)	(1,555)	(2,200)
Net cash provided by (used in) operating activities	1,377,988	1,314,744	1,213,065
Cash flows from investing activities:			
Purchases of property and equipment	(504,806)	(373,967)	(538,444)
Proceeds from sales of property and equipment	1,423	2,268	288,466
Net cash provided by (used in) investing activities	(503,383)	(371,699)	(249,978)
Cash flows from financing activities:			
Issuance of long-term obligations	499,220	—	2,297,177
Repayments of long-term obligations	(502,401)	(78,467)	(2,119,991)
Borrowings under revolving credit facilities	2,034,100	1,023,000	1,172,900
Repayments of borrowings under revolving credit facilities	(1,783,100)	(1,023,000)	(1,303,800)
Debt issuance costs	(6,991)	—	(15,996)
Payments for cash flow hedge related to debt issuance	—	—	(13,217)
Repurchases of common stock	(1,299,613)	(800,095)	(620,052)
Payments of cash dividends	(258,328)	—	—
Other equity and related transactions	6,934	(2,373)	(26,341)
Tax benefit of share-based awards	13,698	12,147	30,990
Net cash provided by (used in) financing activities	(1,296,481)	(868,788)	(598,330)
Net increase (decrease) in cash and cash equivalents	(421,876)	74,257	364,757
Cash and cash equivalents, beginning of year	579,823	505,566	140,809
Cash and cash equivalents, end of year	$ 157,947	$ 579,823	$ 505,566
Supplemental cash flow information:			
Cash paid for:			
Interest	$ 76,354	$ 82,447	$ 73,464
Income taxes	$ 697,357	$ 631,483	$ 646,811
Supplemental schedule of noncash investing and financing activities:			
Purchases of property and equipment awaiting processing for payment, included in Accounts payable	$ 32,020	$ 31,586	$ 27,082

The accompanying notes are an integral part of the consolidated financial statements.

10-K

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of presentation and accounting policies

Basis of presentation

These notes contain references to the years 2015, 2014, and 2013, which represent fiscal years ended January 29, 2016, January 30, 2015, and January 31, 2014, respectively, each of which were 52-week accounting periods. The Company's fiscal year ends on the Friday closest to January 31. The consolidated financial statements include all subsidiaries of the Company, except for its not-for-profit subsidiary which the Company does not control. Intercompany transactions have been eliminated.

The Company sells general merchandise on a retail basis through 12,483 stores (as of January 29, 2016) in 43 states covering most of the southern, southwestern, midwestern and eastern United States. The Company has owned distribution centers ("DCs") in Scottsville, Kentucky; South Boston, Virginia; Alachua, Florida; Zanesville, Ohio; Jonesville, South Carolina; Marion, Indiana; Bessemer, Alabama; Bethel, Pennsylvania; and San Antonio, Texas, and leased DCs in Ardmore, Oklahoma; Fulton, Missouri; Indianola, Mississippi; and Lebec, California.

Cash and cash equivalents

Cash and cash equivalents include highly liquid investments with insignificant interest rate risk and original maturities of three months or less when purchased. Such investments primarily consist of money market funds, bank deposits, certificates of deposit, and commercial paper. The carrying amounts of these items are a reasonable estimate of their fair value due to the short maturity of these investments.

Payments due from processors for electronic tender transactions classified as cash and cash equivalents totaled approximately $59.5 million and $58.5 million at January 29, 2016 and January 30, 2015, respectively.

At January 29, 2016, the Company maintained cash balances to meet a $20 million minimum threshold set by insurance regulators, as further described below under "Insurance liabilities."

Investments in debt and equity securities

The Company accounts for investments in debt and marketable equity securities as held-to-maturity, available-for-sale, or trading, depending on their classification. Debt securities categorized as held-to-maturity are stated at amortized cost. Debt and equity securities categorized as available-for-sale are stated at fair value, with any unrealized gains and losses, net of deferred income taxes, reported as a component of Accumulated other comprehensive loss. Trading securities are stated at fair value, with changes in fair value recorded as a component of Selling, general and administrative ("SG&A") expense. The cost of securities sold is based upon the specific identification method.

Merchandise inventories

Inventories are stated at the lower of cost or market with cost determined using the retail last-in, first-out ("LIFO") method as this method results in a better matching of costs and revenues. Under the Company's retail inventory method ("RIM"), the calculation of gross profit and the resulting valuation of inventories at cost are computed by applying a calculated cost-to-retail inventory ratio to the retail value of sales at a department level. The use of the RIM will result in valuing inventories at the lower of cost or market ("LCM") if markdowns are currently taken as a reduction of the retail value of inventories. Costs directly associated with warehousing and distribution are capitalized into inventory.

1. Basis of presentation and accounting policies (Continued)

The excess of current cost over LIFO cost was approximately $92.9 million and $95.1 million at January 29, 2016 and January 30, 2015, respectively. Current cost is determined using the RIM on a first-in, first-out basis. Under the LIFO inventory method, the impacts of rising or falling market price changes increase or decrease cost of sales (the LIFO provision or benefit). The Company recorded a LIFO provision (benefit) of $(2.3) million in 2015, $4.2 million in 2014, and $(11.0) million in 2013, which is included in cost of goods sold in the consolidated statements of income.

The Company purchases its merchandise from a wide variety of suppliers. The Company's largest and second largest suppliers each accounted for approximately 7% of the Company's purchases in 2015.

Vendor rebates

The Company accounts for all cash consideration received from vendors in accordance with applicable accounting standards pertaining to such arrangements. Cash consideration received from a vendor is generally presumed to be a rebate or an allowance and is accounted for as a reduction of merchandise purchase costs as earned. However, certain specific, incremental and otherwise qualifying SG&A expenses related to the promotion or sale of vendor products may be offset by cash consideration received from vendors, in accordance with arrangements such as cooperative advertising, when earned for dollar amounts up to but not exceeding actual incremental costs.

Prepaid expenses and other current assets

Prepaid expenses and other current assets include prepaid amounts for rent, maintenance, business licenses, advertising, and insurance, and amounts receivable for certain vendor rebates (primarily those expected to be collected in cash) and coupons.

Property and equipment

In 2007, the Company's property and equipment was recorded at estimated fair values as the result of a merger transaction. Property and equipment acquired subsequent to the merger has been recorded at cost. The Company records depreciation and amortization on a straight-line basis over the assets'

1. Basis of presentation and accounting policies (Continued)

estimated useful lives. The Company's property and equipment balances and depreciable lives are summarized as follows:

(In thousands)	Depreciable Life	January 29, 2016	January 30, 2015
Land	Indefinite	$ 188,532	$ 172,329
Land improvements	20	66,955	55,375
Buildings	39 - 40	834,884	800,346
Leasehold improvements	(a)	402,997	361,557
Furniture, fixtures and equipment	3 - 10	2,526,843	2,295,590
Construction in progress		150,275	68,360
		4,170,486	3,753,557
Less accumulated depreciation and amortization		1,906,424	1,637,482
Net property and equipment		$2,264,062	$2,116,075

(a) Amortized over the lesser of the life of the applicable lease term or the estimated useful life of the asset.

Depreciation expense related to property and equipment was approximately $350.6 million, $335.9 million and $315.3 million for 2015, 2014 and 2013. Amortization of capital lease assets is included in depreciation expense. Interest on borrowed funds during the construction of property and equipment is capitalized where applicable. Interest costs of $1.4 million, $0.2 million and $1.2 million were capitalized in 2015, 2014 and 2013.

Impairment of long-lived assets

When indicators of impairment are present, the Company evaluates the carrying value of long-lived assets, other than goodwill and other indefinite-lived intangible assets, in relation to the operating performance and future cash flows or the appraised values of the underlying assets. Generally, the Company's policy is to review for impairment stores open more than three years for which current cash flows from operations are negative. Impairment results when the carrying value of the assets exceeds the undiscounted future cash flows expected to be generated by the assets. The Company's estimate of undiscounted future cash flows is based upon historical operations of the stores and estimates of future store profitability which encompasses many factors that are subject to variability and difficult to predict. If a long-lived asset is found to be impaired, the amount recognized for impairment is equal to the difference between the carrying value and the asset's estimated fair value. The fair value is estimated based primarily upon estimated future cash flows over the asset's remaining useful life (discounted at the Company's credit adjusted risk-free rate) or other reasonable estimates of fair market value. Assets to be disposed of are adjusted to the fair value less the cost to sell if less than the book value.

The Company recorded impairment charges included in SG&A expense of approximately $5.9 million in 2015, $1.9 million in 2014 and $0.5 million in 2013, to reduce the carrying value of certain of its stores' assets. Such action was deemed necessary based on the Company's evaluation that such amounts would not be recoverable primarily due to insufficient sales or excessive costs resulting in the carrying value of the assets exceeding the estimated undiscounted future cash flows generated by the assets at these locations.

1. Basis of presentation and accounting policies (Continued)

Goodwill and other intangible assets

The Company amortizes intangible assets over their estimated useful lives unless such lives are deemed indefinite. Goodwill and intangible assets with indefinite lives are tested for impairment annually or more frequently if indicators of impairment are present. Other intangible assets are tested for impairment if indicators of impairment are present. Impaired assets are written down to fair value as required. No impairment of intangible assets has been identified during any of the periods presented.

In accordance with accounting standards for goodwill and indefinite-lived intangible assets, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill or an indefinite-lived intangible asset is impaired. If after such assessment an entity concludes that the asset is not impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down to fair value as described in further detail below.

The quantitative goodwill impairment test is a two-step process that would require management to make judgments in determining what assumptions to use in the calculation. The first step of the process consists of estimating the fair value of an entity's reporting units based on valuation techniques (including a discounted cash flow model using revenue and profit forecasts) and comparing that estimated fair value with the recorded carrying value, which includes goodwill. If the estimated fair value is less than the carrying value, a second step is performed to compute the amount of the impairment by determining an "implied fair value" of goodwill. The determination of the implied fair value of goodwill would require the entity to allocate the estimated fair value of its reporting unit to its assets and liabilities. Any unallocated fair value would represent the implied fair value of goodwill, which would be compared to its corresponding carrying value.

The quantitative impairment test for intangible assets compares the fair value of the intangible asset with its carrying amount. If the carrying amount of an intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

Other assets

Noncurrent Other assets consist primarily of qualifying prepaid expenses for maintenance, beer and wine licenses, and utility, security and other deposits.

Accrued expenses and other liabilities

Accrued expenses and other consist of the following:

(In thousands)	January 29, 2016	January 30, 2015
Compensation and benefits	$111,191	$ 78,645
Insurance	82,182	81,944
Taxes (other than taxes on income)	136,762	124,893
Other	136,987	128,278
	$467,122	$413,760

Included in other accrued expenses are liabilities such as interest expense, freight expense, and utilities.

1. Basis of presentation and accounting policies (Continued)

Insurance liabilities

The Company retains a significant portion of risk for its workers' compensation, employee health, general liability, property and automobile claim exposures. Accordingly, provisions are made for the Company's estimates of such risks. The undiscounted future claim costs for the workers' compensation, general liability, and health claim risks are derived using actuarial methods and are recorded as self-insurance reserves pursuant to Company policy. To the extent that subsequent claim costs vary from those estimates, future results of operations will be affected as the reserves are adjusted.

Ashley River Insurance Company ("ARIC"), a South Carolina-based wholly owned captive insurance subsidiary of the Company, charges the operating subsidiary companies premiums to insure the retained workers' compensation and non-property general liability exposures. Pursuant to South Carolina insurance regulations, ARIC maintains certain levels of cash and cash equivalents related to its self-insured exposures. ARIC currently insures no unrelated third-party risk.

Operating leases and related liabilities

Rent expense is recognized over the term of the lease. The Company records minimum rental expense on a straight-line basis over the base, non-cancelable lease term commencing on the date that the Company takes physical possession of the property from the landlord, which normally includes a period prior to the store opening to make necessary leasehold improvements and install store fixtures. When a lease contains a predetermined fixed escalation of the minimum rent, the Company recognizes the related rent expense on a straight-line basis and records the difference between the recognized rental expense and the amounts payable under the lease as deferred rent. Tenant allowances, to the extent received, are recorded as deferred incentive rent and are amortized as a reduction to rent expense over the term of the lease. The difference between the calculated expense and the amounts paid result in a liability, with the current portion in Accrued expenses and other and the long-term portion in Other liabilities in the consolidated balance sheets, and totaled approximately $57.9 million and $54.6 million at January 29, 2016 and January 30, 2015, respectively.

The Company recognizes contingent rental expense when the achievement of specified sales targets is considered probable. The amount expensed but not paid as of January 29, 2016 and January 30, 2015 was approximately $4.0 million and $4.8 million, respectively, and is included in Accrued expenses and other in the consolidated balance sheets.

Other liabilities

Noncurrent Other liabilities consist of the following:

(In thousands)	January 29, 2016	January 30, 2015
Insurance	$137,798	$140,916
Deferred rent	57,017	53,975
Deferred gain on sale leaseback	53,737	58,215
Other	26,731	32,203
	$275,283	$285,309

1. Basis of presentation and accounting policies (Continued)

Fair value accounting

The Company utilizes accounting standards for fair value, which include the definition of fair value, the framework for measuring fair value, and disclosures about fair value measurements. Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are based on an entity's own assumptions, as there is little, if any, observable market activity. In instances where the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

The valuation of derivative financial instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis takes into account the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash receipts (or payments) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. The Company considers the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees, to adjust the fair value of outstanding derivative contracts for the effect of nonperformance risk. In connection with accounting standards for fair value measurement, the Company has made an accounting policy election to measure the credit risk of outstanding derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

Derivative financial instruments

The Company accounts for derivative financial instruments in accordance with applicable accounting standards for such instruments and hedging activities, which require that all derivatives are

1. Basis of presentation and accounting policies (Continued)

recorded on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting.

Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge a certain portion of its risk, even though hedge accounting does not apply or the Company elects not to apply the hedge accounting standards.

Revenue and gain recognition

The Company recognizes retail sales in its stores at the time the customer takes possession of merchandise. All sales are net of discounts and estimated returns and are presented net of taxes assessed by governmental authorities that are imposed concurrent with those sales. The liability for retail merchandise returns is based on the Company's prior experience. The Company records gain contingencies when realized.

The Company recognizes gift card sales revenue at the time of redemption. The liability for the gift cards is established for the cash value at the time of purchase. The liability for outstanding gift cards was approximately $2.8 million and $2.5 million at January 29, 2016 and January 30, 2015, respectively, and is recorded in Accrued expenses and other liabilities. Estimated breakage revenue, a percentage of gift cards that will never be redeemed based on historical redemption rates, is recognized over time in proportion to actual gift card redemptions. The Company recorded breakage revenue of $0.6 million and $2.4 million in 2015 and 2014, respectively.

Advertising costs

Advertising costs are expensed upon performance, "first showing" or distribution, and are reflected in SG&A expenses net of earned cooperative advertising amounts provided by vendors which are specific, incremental and otherwise qualifying expenses related to the promotion or sale of vendor products for dollar amounts up to but not exceeding actual incremental costs. Advertising costs were $89.3 million, $77.3 million and $70.5 million in 2015, 2014 and 2013, respectively. These costs primarily include promotional circulars, targeted circulars supporting new stores, television and radio advertising, in-store signage, and costs associated with the sponsorships of certain automobile racing activities. Vendor funding for cooperative advertising offset reported expenses by $36.7 million, $35.0 million and $31.9 million in 2015, 2014 and 2013, respectively.

1. Basis of presentation and accounting policies (Continued)

Share-based payments

The Company recognizes compensation expense for share-based compensation based on the fair value of the awards on the grant date. Forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period. This estimate may be adjusted periodically based on the extent to which actual forfeitures differ, or are expected to differ, from the prior estimate. The forfeiture rate is the estimated percentage of share-based awards granted that are expected to be forfeited or canceled before becoming fully vested. The Company bases this estimate on historical experience or estimates of future trends, as applicable. An increase in the forfeiture rate will decrease compensation expense.

The fair value of each option grant is separately estimated and amortized into compensation expense on a straight-line basis between the applicable grant date and each vesting date. The Company has estimated the fair value of all stock option awards as of the grant date by applying the Black-Scholes-Merton option pricing valuation model. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense.

The Company calculates compensation expense for restricted stock, share units and similar awards as the difference between the market price of the underlying stock or similar award on the grant date and the purchase price, if any. Such expense is recognized on a straight-line basis for graded awards or an accelerated basis for performance awards over the period in which the recipient earns the awards.

Store pre-opening costs

Pre-opening costs related to new store openings and the related construction periods are expensed as incurred.

Income taxes

Under the accounting standards for income taxes, the asset and liability method is used for computing the future income tax consequences of events that have been recognized in the Company's consolidated financial statements or income tax returns. Deferred income tax expense or benefit is the net change during the year in the Company's deferred income tax assets and liabilities.

The Company includes income tax related interest and penalties as a component of the provision for income tax expense.

Income tax reserves are determined using a methodology which requires companies to assess each income tax position taken using a two-step process. A determination is first made as to whether it is more likely than not that the position will be sustained, based upon the technical merits, upon examination by the taxing authorities. If the tax position is expected to meet the more likely than not criteria, the benefit recorded for the tax position equals the largest amount that is greater than 50% likely to be realized upon ultimate settlement of the respective tax position. Uncertain tax positions require determinations and estimated liabilities to be made based on provisions of the tax law which may be subject to change or varying interpretation. If the Company's determinations and estimates prove to be inaccurate, the resulting adjustments could be material to the Company's future financial results.

1. Basis of presentation and accounting policies (Continued)

Management estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Accounting standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued comprehensive new accounting standards related to the recognition of revenue, which specified an effective date for annual reporting periods beginning after December 15, 2016, with early adoption not permitted. In August 2015, the FASB deferred the effective date to annual reporting periods beginning after December 15, 2017, with earlier adoption permitted only for annual reporting periods beginning after December 15, 2016. The new guidance allows for companies to use either a full retrospective or a modified retrospective approach in the adoption of this guidance. The Company is currently evaluating these transition approaches, as well as the potential timing of adoption and the effect of adoption on its consolidated financial statements.

In April 2015, the FASB issued new accounting guidance related to the presentation of debt issuance costs and requires such costs to be presented as a deduction from the corresponding debt liability, consistent with the presentation of debt discounts and/or premiums. This guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years, with early adoption permitted. The guidance must be applied retrospectively to all periods presented within the financial statements. The Company adopted this guidance in the third quarter of 2015. As a result, the presentation of $15.5 million of debt issuance costs (net of accumulated amortization) previously classified as Other assets, net are reflected in Long-term obligations on the consolidated balance sheet as of January 30, 2015.

In November 2015, the FASB issued new accounting guidance which will require companies to classify all deferred tax assets and liabilities as noncurrent on the balance sheet instead of separating them into current and noncurrent amounts. This guidance is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years, with early adoption permitted. This guidance may be adopted on a prospective or retrospective basis. The Company adopted this guidance retrospectively in the fourth quarter of 2015. As a result, the presentation of $25.3 million of deferred income taxes previously classified as a current liability are reflected in noncurrent deferred income taxes on the consolidated balance sheet as of January 30, 2015.

In February 2016, the FASB issued new guidance related to lease accounting. This guidance requires a dual approach for lessee accounting under which a lessee will account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability on its balance sheet, with differing methodology for income statement recognition. This guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2018, and early adoption is permitted. A modified retrospective approach is required for all leases existing or entered into after the beginning of the earliest comparative period in the consolidated financial statements. The Company is currently assessing the impact that adoption of this guidance will have on its consolidated financial

1. Basis of presentation and accounting policies (Continued)

statements and is anticipating a material impact because the Company is party to a significant number of lease contracts.

Reclassifications

Certain financial disclosures relating to prior periods have been reclassified to conform to the current year presentation where applicable.

2. Goodwill and other intangible assets

As of January 29, 2016 and January 30, 2015, the balances of the Company's intangible assets were as follows:

		As of January 29, 2016		
(In thousands)	Remaining Life	Amount	Accumulated Amortization	Net
Goodwill	Indefinite	$4,338,589	$ —	$4,338,589
Other intangible assets:				
Leasehold interests	1 to 7 years	$ 4,379	$3,085	$ 1,294
Trade names and trademarks	Indefinite	1,199,700	—	1,199,700
		$1,204,079	$3,085	$1,200,994

		As of January 30, 2015		
(In thousands)	Remaining Life	Amount	Accumulated Amortization	Net
Goodwill	Indefinite	$4,338,589	$ —	$4,338,589
Other intangible assets:				
Leasehold interests	1 to 8 years	$ 18,218	$16,048	$ 2,170
Trade names and trademarks	Indefinite	1,199,700	—	1,199,700
		$1,217,918	$16,048	$1,201,870

The Company recorded amortization expense related to amortizable intangible assets for 2015, 2014 and 2013 of $0.9 million, $5.8 million and $11.9 million, respectively, all of which is included in rent expense. Expected future cash flows associated with the Company's intangible assets are not expected to be materially affected by the Company's intent or ability to renew or extend the arrangements. The Company's goodwill balance is not expected to be deductible for tax purposes.

For intangible assets subject to amortization, the estimated aggregate amortization expense for each of the five succeeding fiscal years is as follows: 2016—$0.3 million, 2017—$0.2 million, 2018—$0.2 million and 2019—$0.2 million and 2020—$0.1 million.

3. Earnings per share

Earnings per share is computed as follows (in thousands except per share data):

	2015		
	Net Income	Weighted Average Shares	Per Share Amount
Basic earnings per share	$1,165,080	294,330	$3.96
Effect of dilutive share-based awards		881	
Diluted earnings per share	$1,165,080	295,211	$3.95

	2014		
	Net Income	Weighted Average Shares	Per Share Amount
Basic earnings per share	$1,065,345	304,633	$3.50
Effect of dilutive share-based awards		1,048	
Diluted earnings per share	$1,065,345	305,681	$3.49

	2013		
	Net Income	Weighted Average Shares	Per Share Amount
Basic earnings per share	$1,025,116	322,886	$3.17
Effect of dilutive share-based awards		968	
Diluted earnings per share	$1,025,116	323,854	$3.17

Basic earnings per share was computed by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share was determined based on the dilutive effect of share-based awards using the treasury stock method.

Options to purchase shares of common stock that were outstanding at the end of the respective periods, but were not included in the computation of diluted earnings per share because the effect of exercising such options would be antidilutive, were 1.3 million, 1.2 million, and 1.2 million in 2015, 2014 and 2013, respectively.

4. Income taxes

The provision (benefit) for income taxes consists of the following:

(In thousands)	2015	2014	2013
Current:			
Federal	$590,120	$543,089	$530,728
Foreign	1,678	1,245	1,324
State	84,021	81,816	101,174
	675,819	626,150	633,226
Deferred:			
Federal	6,410	(7,697)	(16,132)
State	5,715	(2,937)	(13,880)
	12,125	(10,634)	(30,012)
	$687,944	$615,516	$603,214

A reconciliation between actual income taxes and amounts computed by applying the federal statutory rate to income before income taxes is summarized as follows:

(Dollars in thousands)	2015		2014		2013	
U.S. federal statutory rate on earnings before income taxes	$648,558	35.0%	$588,303	35.0%	$569,916	35.0%
State income taxes, net of federal income tax benefit	59,700	3.2	49,819	3.0	56,822	3.5
Jobs credits, net of federal income taxes	(21,366)	(1.2)	(18,961)	(1.1)	(19,348)	(1.2)
Increase (decrease) in valuation allowances	(1,371)	(0.1)	1,453	0.1	(437)	—
Decrease in income tax reserves	(2,037)	(0.1)	(6,449)	(0.4)	(6,391)	(0.4)
Other, net	4,460	0.3	1,351	—	2,652	0.1
	$687,944	37.1%	$615,516	36.6%	$603,214	37.0%

The 2015 effective tax rate was an expense of 37.1%. This expense was greater than the federal statutory tax rate of 35% due primarily to the inclusion of state income taxes in the total effective tax rate. The 2015 effective income tax rate increased from 2014 due principally to federal and state reserve releases in 2014 that did not reoccur, to the same extent, in 2015.

The 2014 effective tax rate was an expense of 36.6%. This expense was greater than the federal statutory tax rate of 35% due primarily to the inclusion of state income taxes in the total effective tax rate. The 2014 effective income tax rate decreased from 2013 due principally to the favorable resolution of state income tax examinations and a reduction in other state income tax reserve increases.

The 2013 effective tax rate was an expense of 37.0%. This expense was greater than the federal statutory tax rate of 35% due primarily to the inclusion of state income taxes in the total effective tax rate.

4. Income taxes (Continued)

Deferred taxes reflect the effects of temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

(In thousands)	January 29, 2016	January 30, 2015
Deferred tax assets:		
Deferred compensation expense	$ 8,200	$ 8,842
Accrued expenses	8,139	5,146
Accrued rent	20,793	19,360
Accrued insurance	72,676	76,197
Accrued incentive compensation	19,902	14,866
Share based compensation	17,988	17,623
Interest rate hedges	3,702	4,318
Tax benefit of income tax and interest reserves related to uncertain tax positions	1,371	1,502
Deferred gain on sale-leaseback	22,637	24,385
Other	9,440	3,550
State tax credit carry forwards, net of federal tax	10,711	11,039
	195,559	186,828
Less valuation allowances	(1,474)	(2,845)
Total deferred tax assets	194,085	183,983
Deferred tax liabilities:		
Property and equipment	(320,619)	(302,531)
Inventories	(72,456)	(73,188)
Trademarks	(433,548)	(433,328)
Other	(7,417)	(1,794)
Total deferred tax liabilities	(834,040)	(810,841)
Net deferred tax liabilities	$(639,955)	$(626,858)

Deferred tax assets (liabilities) at January 30, 2015 include the reclassification of current deferred tax assets and liabilities to noncurrent. See Note 1 for additional information.

The Company has state tax credit carry forwards of approximately $16.5 million that will expire beginning in 2021 through 2024.

A valuation allowance has been provided for state tax credit carry forwards. The 2015 decrease of $1.4 million was recorded as a reduction in income tax expense. The 2014 increase of $1.5 million and 2013 decrease of $0.4 million were recorded as an increase and a reduction in income tax expense, respectively. Based upon expected future income, management believes that it is more likely than not that the results of operations will generate sufficient taxable income to realize the deferred tax assets after giving consideration to the valuation allowance.

The Company's 2010 and earlier tax years are not open for further examination by the Internal Revenue Service ("IRS"). Due to the filing of an amended federal income tax return for the 2011 tax

4. Income taxes (Continued)

year, the IRS may, to a limited extent, examine the Company's 2011 income tax filings. The IRS, at its discretion, may also choose to examine the Company's 2012 through 2014 fiscal year income tax filings. The Company has various state income tax examinations that are currently in progress. Generally, the Company's 2011 and later tax years remain open for examination by the various state taxing authorities.

As of January 29, 2016, accruals for uncertain tax benefits, interest expense related to income taxes and potential income tax penalties were $7.0 million, $0.9 million and $0.8 million, respectively, for a total of $8.7 million. This total amount is reflected in noncurrent Other liabilities in the consolidated balance sheet.

As of January 30, 2015, accruals for uncertain tax benefits, interest expense related to income taxes and potential income tax penalties were $9.3 million, $1.0 million and $0.4 million, respectively, for a total of $10.7 million. This total amount is reflected in noncurrent Other liabilities in the consolidated balance sheet.

The Company believes that it is reasonably possible that the reserve for uncertain tax positions may be reduced by approximately $2.6 million in the coming twelve months principally as a result of the effective settlement of outstanding issues. Also, as of January 29, 2016, approximately $7.0 million of the uncertain tax positions would impact the Company's effective income tax rate if the Company were to recognize the tax benefit for these positions.

The amounts associated with uncertain tax positions included in income tax expense consists of the following:

(In thousands)	2015	2014	2013
Income tax expense (benefit)	$(2,379)	$(9,497)	$(3,915)
Income tax related interest expense (benefit)	(23)	(1,445)	590
Income tax related penalty expense (benefit)	373	51	30

A reconciliation of the uncertain income tax positions from February 1, 2013 through January 29, 2016 is as follows:

(In thousands)	2015	2014	2013
Beginning balance	$ 9,343	$19,583	$22,237
Increases—tax positions taken in the current year	214	198	3,484
Increases—tax positions taken in prior years	17	62	3,000
Decreases—tax positions taken in prior years	(106)	(8,636)	(608)
Statute expirations	(2,504)	(1,121)	(7,622)
Settlements	—	(743)	(908)
Ending balance	$ 6,964	$ 9,343	$19,583

5. Current and long-term obligations

Current and long-term obligations consist of the following:

(In thousands)	January 29, 2016	January 30, 2015
Senior unsecured credit facilities		
Term Facility	$ 425,000	$ 925,000
Revolving Facility	251,000	—
4.125% Senior Notes due July 15, 2017	500,000	500,000
1.875% Senior Notes due April 15, 2018 (net of discount of $203 and $294)	399,797	399,706
3.250% Senior Notes due April 15, 2023 (net of discount of $1,775 and $1,991)	898,225	898,009
4.150% Senior Notes due November 1, 2025 (net of discount of $764)	499,236	—
Capital lease obligations	4,806	5,875
Tax increment financing due February 1, 2035	10,590	11,995
Debt issuance costs, net	(18,100)	(15,462)
	2,970,554	2,725,123
Less: current portion	(1,379)	(101,158)
Long-term portion	$2,969,175	$2,623,965

Borrowing Facilities and 2015 Refinancing

On October 20, 2015, the Company consummated a refinancing, pursuant to which the Company amended and restated its senior unsecured credit facilities (and refinanced all borrowings thereunder) and issued senior notes in an aggregate principal amount of $500.0 million, net of discount totaling $0.8 million. The amended and restated senior unsecured credit facilities (the "Facilities") consist of a $425.0 million senior unsecured term loan facility (the "Term Facility") and a $1.0 billion senior unsecured revolving credit facility (the "Revolving Facility") which provides for the issuance of letters of credit up to $175.0 million. The Facilities are scheduled to mature on October 20, 2020. The Company incurred $2.6 million of new debt issuance costs associated with the refinancing of the Facilities.

Borrowings under the Facilities bear interest at a rate equal to an applicable interest rate margin plus, at the Company's option, either (a) LIBOR or (b) a base rate (which is usually equal to the prime rate). The applicable interest rate margin for borrowings as of January 29, 2016 was 1.10% for LIBOR borrowings and 0.10% for base-rate borrowings. The Company must also pay a facility fee, payable on any used and unused commitment amounts of the Facilities, and customary fees on letters of credit issued under the Revolving Facility. As of January 29, 2016, the commitment fee rate was 0.15%. The applicable interest rate margins for borrowings, the facility fees and the letter of credit fees under the Facilities are subject to adjustment from time to time based on the Company's long-term senior unsecured debt ratings. The weighted average all-in interest rate for borrowings under the Facilities was 1.65% as of January 29, 2016.

The Facilities can be voluntarily prepaid in whole or in part at any time without penalty. There is no required principal amortization under the Facilities. The Facilities contain a number of customary

5. Current and long-term obligations (Continued)

affirmative and negative covenants that, among other things, restrict, subject to certain exceptions, the Company's and its subsidiaries' ability to: incur additional liens; sell all or substantially all of the Company's assets; consummate certain fundamental changes or change in the Company's lines of business; and incur additional subsidiary indebtedness. The Facilities also contain financial covenants which require the maintenance of a minimum fixed charge coverage ratio and a maximum leverage ratio. As of January 29, 2016, the Company was in compliance with all such covenants. The Facilities also contain customary events of default.

As of January 29, 2016, under the Revolving Facility, the Company had borrowing availability of $722.0 million. In addition, the Company had outstanding letters of credit totaling $38.7 million, $27.0 million of which were issued under the Revolving Facility.

The Company incurred a pretax loss of $0.3 million for the write off of debt issuance costs associated with the refinancing of its credit facilities, which is reflected in Other (income) expense in the consolidated statement of income for the year ended January 29, 2016.

On October 20, 2015, the Company issued $500.0 million aggregate principal amount of 4.150% senior notes due 2025 (the "2025 Senior Notes"), net of discount of $0.8 million, which are scheduled to mature on November 1, 2025. Interest on the 2025 Senior Notes is payable in cash on May 1 and November 1 of each year, commencing on May 1, 2016. The Company incurred $4.4 million of debt issuance costs associated with the issuance of the 2025 Senior Notes. The net proceeds from the sale of the 2025 Senior Notes were used, together with borrowings under the Facilities, to repay all of the outstanding borrowings under the then-existing credit agreement and for general corporate purposes. Collectively, the 2025 Senior Notes and the Company's other Senior Notes due 2017, 2018 and 2023 as reflected in the table above comprise the "Senior Notes", each of which were issued pursuant to an indenture as supplemented and amended by supplemental indentures relating to each series of Senior Notes (as so supplemented and amended, the "Senior Indenture").

The Company may redeem some or all of its Senior Notes at any time at redemption prices set forth in the Senior Indenture. Upon the occurrence of a change of control triggering event, which is defined in the Senior Indenture, each holder of the Senior Notes has the right to require the Company to repurchase some or all of such holder's Senior Notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

The Senior Indenture contains covenants limiting, among other things, the ability of the Company and its subsidiaries to (subject to certain exceptions): consolidate, merge, sell or otherwise dispose of all or substantially all of the Company's assets; and to incur or guarantee indebtedness secured by liens on any shares of voting stock of significant subsidiaries.

The Senior Indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the Senior Notes to become or to be declared due and payable, as applicable.

Scheduled debt maturities, including capital lease obligations, for the Company's fiscal years listed below are as follows (in thousands): 2016—$1,379; 2017—$501,290; 2018—$400,892; 2019—$1,020; 2020—$676,980; thereafter—$1,409,835.

6. Assets and liabilities measured at fair value

The following table presents the Company's assets and liabilities measured at fair value on a recurring basis as of January 29, 2016, aggregated by the level in the fair value hierarchy within which those measurements are classified.

(In thousands)	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at January 29, 2016
Liabilities:				
Long-term obligations(a)	$2,305,470	$675,459	$—	$2,980,929
Deferred compensation(b)	21,064	—	—	21,064

(a) Reflected at book value in the consolidated balance sheet as Current portion of long-term obligations of $1,379 and Long-term obligations of $2,969,175.

(b) Reflected at fair value in the consolidated balance sheet as a component of Accrued expenses and other current liabilities of $8,307 and a component of noncurrent Other liabilities of $12,757.

The carrying amounts reflected in the consolidated balance sheets for cash, cash equivalents, short-term investments, receivables and payables approximate their respective fair values. The Company does not have any recurring fair value measurements using significant unobservable inputs (Level 3) as of January 29, 2016.

7. Derivatives and hedging activities

From time to time, the Company enters into certain financial instrument positions, all of which are intended to reduce risk by hedging an underlying economic exposure.

Risk management objective of using derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its debt funding and, from time to time, through the use of derivative financial instruments. Specifically, the Company may enter into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined primarily by interest rates.

In addition, the Company is exposed to certain risks arising from uncertainties of future market values caused by the fluctuation in the prices of commodities. From time to time the Company may enter into derivative financial instruments to protect against future price changes related to these commodity prices.

7. Derivatives and hedging activities (Continued)

Cash flow hedges of interest rate risk

The Company's objectives when using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate changes. To accomplish these objectives, the Company has from time to time used interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. The Company also previously entered into treasury locks that were designated as cash flow hedges of interest rate risk prior to the issuance of long-term debt in April 2013.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in Accumulated other comprehensive income (loss) (also referred to as "OCI") and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the interest rate swaps, if any, is recognized directly in earnings.

The Company had interest rate swaps with a combined notional value of $875.0 million designated as cash flow hedges of interest rate risk that expired on May 31, 2015. Such interest rate swaps were used to hedge the variable cash flows associated with existing variable-rate debt prior to their maturity. Amounts reported in Accumulated other comprehensive income (loss) related to derivatives were reclassified to interest expense as interest payments were made on the Company's variable-rate debt.

In April 2013, the Company recorded a loss on the settlement of treasury locks associated with the issuance of long-term debt which was deferred to OCI and is being amortized as an increase to interest expense over the period of the debt's maturity in 2023. During the 52-week period following January 29, 2016, the Company estimates that approximately $1.3 million will be reclassified as an increase to interest expense related to the amortization of the loss associated with the treasury locks. All of the amounts reflected in Accumulated other comprehensive income (loss) in the consolidated balance sheets for the periods presented are related to cash flow hedges.

Non-designated hedges of commodity risk

Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to commodity price risk but do not meet strict hedge accounting requirements. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings. As of January 29, 2016, the Company had no such non-designated hedges.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheets as of January 29, 2016 and January 30, 2015:

(in thousands)	January 29, 2016	January 30, 2015
Derivatives Designated as Hedging Instruments		
Interest rate swaps classified as Accrued expenses and other current liabilities	$—	$1,173

7. Derivatives and hedging activities (Continued)

The table below presents the pre-tax effect of the Company's derivative financial instruments as reflected in the consolidated statements of comprehensive income and shareholders' equity, as applicable:

(in thousands)	2015	2014	2013
Derivatives in Cash Flow Hedging Relationships			
Loss related to effective portion of derivative recognized in OCI	$ 3	$ 876	$16,036
Loss related to effective portion of derivative reclassified from Accumulated OCI to Interest expense	$2,494	$5,130	$ 4,604

8. Commitments and contingencies

Leases

As of January 29, 2016, the Company was committed under operating lease agreements for most of its retail stores. Many of the Company's stores are subject to build-to-suit arrangements with landlords which typically carry a primary lease term of up to 15 years with multiple renewal options. The Company also has stores subject to shorter-term leases and many of these leases have renewal options. Certain of the Company's leased stores have provisions for contingent rentals based upon a specified percentage of defined sales volume.

The land and buildings of the Company's DCs in Fulton, Missouri and Indianola, Mississippi are subject to operating lease agreements and the leased Ardmore, Oklahoma DC is subject to a financing arrangement. The entities involved in the ownership structure underlying these leases meet the accounting definition of a Variable Interest Entity ("VIE"). The Company is not the primary beneficiary of these VIEs and, accordingly, has not included these entities in its consolidated financial statements. Certain leases contain restrictive covenants, and as of January 29, 2016, the Company is not aware of any material violations of such covenants.

In January 2014, the Company sold 233 store locations for cash and concurrent with the sale transaction, the Company leased the properties back for a period of 15 years. The transaction resulted in cash proceeds of approximately $281.6 million and a deferred gain of $67.2 million which is being recognized as a reduction of rent expense over the 15-year initial lease term of the properties.

In January 1999, the Company sold its DC located in Ardmore, Oklahoma for cash and concurrent with the sale transaction, the Company leased the property back for a period of 23 years. The transaction is being accounted for as a financing obligation rather than a sale as a result of, among other things, the lessor's ability to put the property back to the Company under certain circumstances. The property and equipment, along with the related lease obligation associated with this transaction are recorded in the consolidated balance sheets. In August 2007, the Company purchased a secured promissory note (the "Ardmore Note") from an unrelated third party with a face value of $34.3 million at the date of purchase which approximated the remaining financing obligation. The Ardmore Note represents debt issued by the third party entity from which the Company leases the Ardmore DC and therefore the Company holds the debt instrument pertaining to its lease financing obligation. Because a

8. Commitments and contingencies (Continued)

legal right of offset exists, the Company is accounting for the Ardmore Note as a reduction of its outstanding financing obligation in its consolidated balance sheets.

Future minimum payments as of January 29, 2016 for operating leases are as follows:

(In thousands)	
2016	$ 866,444
2017	831,367
2018	783,564
2019	720,569
2020	632,998
Thereafter	3,394,301
Total minimum payments	$7,229,243

Total minimum payments for capital leases were $5.9 million, with a present value of $4.8 million, as of January 29, 2016. The gross amount of property and equipment recorded under capital leases and financing obligations at both January 29, 2016 and January 31, 2015, was $29.8 million. Accumulated depreciation on property and equipment under capital leases and financing obligations at January 29, 2016 and January 30, 2015, was $12.4 million and $10.6 million, respectively.

Rent expense under all operating leases is as follows:

(In thousands)	2015	2014	2013
Minimum rentals(a)	$849,115	$776,103	$674,849
Contingent rentals	7,793	9,099	12,058
	$856,908	$785,202	$686,907

(a) Excludes amortization of leasehold interests of $0.9 million, $5.8 million and $11.9 million included in rent expense for the years ended January 29, 2016, January 30, 2015, and January 31, 2014, respectively.

Legal proceedings

In September 2011, the Chicago Regional Office of the United States Equal Employment Opportunity Commission ("EEOC" or "Commission") notified the Company of a cause finding related to the Company's criminal background check policy. The cause finding alleges that the Company's criminal background check policy, which excludes from employment individuals with certain criminal convictions for specified periods, has a disparate impact on African-American candidates and employees in violation of Title VII of the Civil Rights Act of 1964, as amended ("Title VII").

The Company and the EEOC engaged in the statutorily required conciliation process, and despite the Company's good faith efforts to resolve the matter, the Commission notified the Company on July 26, 2012 of its view that conciliation had failed.

On June 11, 2013, the EEOC filed a lawsuit in the United States District Court for the Northern District of Illinois entitled *Equal Opportunity Commission v. Dolgencorp, LLC d/b/a Dollar General* in

8. Commitments and contingencies (Continued)

which the Commission alleges that the Company's criminal background check policy has a disparate impact on "Black Applicants" in violation of Title VII and seeks to recover monetary damages and injunctive relief on behalf of a class of "Black Applicants." The Company filed its answer to the complaint on August 9, 2013.

The Court has bifurcated the issues of liability and damages for purposes of discovery and trial. Fact discovery related to liability is to be completed on or before November 16, 2016. In response to various discovery motions, the court has entered orders requiring the Company's production of documents, information and electronic data for the period 2004 to present.

Currently pending is the EEOC's Motion for Partial Summary Judgment relating to two of the Company's defenses challenging the sufficiency of the Commission's conciliation efforts and the scope of its investigation. The Company has opposed this motion as prematurely-filed in light of the status of various discovery issues.

The Company believes that its criminal background check process is both lawful and necessary to a safe environment for its employees and customers and the protection of its assets and shareholders' investments. The Company also does not believe that this matter is amenable to class or similar treatment. However, at this time, it is not possible to predict whether the action will ultimately be permitted to proceed as a class or in a similar fashion or the size of any putative class. Likewise, at this time, it is not possible to estimate the value of the claims asserted, and no assurances can be given that the Company will be successful in its defense of this action on the merits or otherwise. For these reasons, the Company cannot estimate the potential exposure or range of potential loss. If the matter were to proceed successfully as a class or similar action or the Company is unsuccessful in its defense efforts as to the merits of the action, the resolution of this matter could have a material adverse effect on the Company's consolidated financial statements as a whole.

On May 23, 2013, a lawsuit entitled *Juan Varela v. Dolgen California and Does 1 through 50* ("Varela") was filed in the Superior Court of the State of California for the County of Riverside. In the original complaint, the *Varela* plaintiff alleges that he and other "key carriers" were not provided with meal and rest periods in violation of California law and seeks to recover alleged unpaid wages, injunctive relief, consequential damages, pre-judgment interest, statutory penalties and attorneys' fees and costs and seeks to represent a putative class of California "key carriers" as to these claims. The *Varela* plaintiff also asserts a claim for unfair business practices and seeks to proceed under California's Private Attorney General Act (the "PAGA"). The Company filed its answer to the complaint on July 1, 2013.

On November 4, 2014, the *Varela* plaintiff filed an amended complaint to add Victoria Lee Dinger Main as a named plaintiff and to add putative class claims on behalf of "key carriers" for alleged inaccurate wage statements and failure to provide appropriate pay upon termination in violation of California law. The Company filed its answer to the amended complaint on December 23, 2014. The parties have been ordered to engage in informal discovery. A mediation was held in November 2015, which was unsuccessful.

On January 15, 2015, a lawsuit entitled *Kendra Pleasant v. Dollar General Corporation, Dolgen California, LLC, and Does 1 through 50* ("Pleasant") was filed in the Superior Court of the State of California for the County of San Bernardino in which the plaintiff seeks to proceed under the PAGA for various alleged violations of California's Labor Code. Specifically, the plaintiff alleges that she and

8. Commitments and contingencies (Continued)

other similarly situated non-exempt California store-level employees were not paid for all time worked, provided meal and rest breaks, reimbursed for necessary work related expenses, and provided with accurate wage statements and seeks to recover unpaid wages, civil and statutory penalties, interest, attorneys' fees and costs. On March 12, 2015, the Company filed a demurrer asking the court to stay all proceedings in the *Pleasant* matter pending an issuance of a final judgment in the *Varela* matter. The court granted the Company's demurrer and stayed proceedings until resolution of the *Varela* matter. Subsequently, the *Pleasant* plaintiff moved to transfer this matter to the Superior Court of the State of California for the County of Riverside where the *Varela* matter is pending, which the Company opposed. The court denied the *Pleasant* plaintiff's motion to transfer.

On February 20, 2015, a lawsuit entitled *Julie Sullivan v. Dolgen California and Does 1 through 100* ("Sullivan") was filed in the Superior Court of the State of California for the County of Alameda in which the plaintiff alleges that she and other similarly situated Dollar General Market store managers in the State of California were improperly classified as exempt employees and were not provided with meal and rest breaks and accurate wage statements in violation of California law. The *Sullivan* plaintiff also alleges that she and other California store employees were not provided with printed wage statements, purportedly in violation of California law. The plaintiff seeks to recover unpaid wages, including overtime pay, civil and statutory penalties, interest, injunctive relief, restitution, and attorneys' fees and costs.

On April 8, 2015, the Company removed this matter to the United States District Court for the Northern District of California and filed its answer on the same date. On April 29, 2015, the *Sullivan* plaintiff amended her complaint to add a claim under the PAGA. The Company's response to the amended complaint was filed on May 14, 2015. The plaintiff's motion for class certification was filed on March 12, 2016. The matter has been set for trial on October 31, 2016. A mediation conducted in early March 2016 was unsuccessful.

The Company believes that its policies and practices comply with California law and that the *Varela, Pleasant*, and *Sullivan* actions are not appropriate for class or similar treatment. The Company intends to vigorously defend these actions; however, at this time, it is not possible to predict whether the *Varela, Pleasant*, or *Sullivan* action ultimately will be permitted to proceed as a class, and no assurances can be given that the Company will be successful in its defense of these actions on the merits or otherwise. Similarly, at this time the Company cannot estimate either the size of any potential class or the value of the claims asserted in the *Varela*, *Pleasant*, or *Sullivan* action. For these reasons, the Company is unable to estimate any potential loss or range of loss in these matters; however, if the Company is not successful in its defense efforts, the resolution of any of these actions could have a material adverse effect on the Company's consolidated financial statements as a whole.

In December 2015, the Company was notified of seven lawsuits in which the plaintiffs allege violation of state consumer protection laws relating to the labeling, marketing and sale of Dollar General private-label motor oil. Six of these lawsuits were filed in various federal district courts of the United States: *Bradford Barfoot and Leonard Karpeichik v. Dolgencorp, LLC* (filed in the Southern District of Florida on December 18, 2015) ("Barfoot"); *Milton M. Cooke, Jr. v. Dollar General Corporation* (filed in the Southern District of Texas on December 21, 2015) ("Cooke"); *William Flinn v. Dolgencorp, LLC* (filed in the District Court for New Jersey on December 17, 2015) ("Flinn"); *John J. McCormick, III v. Dolgencorp, LLC* (filed in the District Court of Maryland on December 23, 2015) ("McCormick"); *David Sanchez v. Dolgencorp, LLC* (filed in the Central District of California on

8. Commitments and contingencies (Continued)

December 17, 2015) ("Sanchez"); and *Will Sisemore v. Dolgencorp, LLC* (filed in the Northern District of Oklahoma on December 21, 2015) ("Sisemore").

The seventh matter, *Chuck Hill v. Dolgencorp, LLC* ("Hill"), was filed in Orleans County Superior Court in Vermont on December 22, 2015, and subsequently removed to the United States District Court for the District of Vermont on February 8, 2016.

In February and March 2016, the Company was notified of thirteen additional lawsuits alleging similar claims concerning Dollar General private-label motor oil. All of these lawsuits were filed in various federal district courts of the United States: *Allen Brown v. Dollar General Corporation and DG Retail, LLC* (filed in the District of Colorado on February 10, 2016) ("Brown"); *Miriam Fruhling v. Dollar General Corporation and Dolgencorp, LLC* (filed in the Southern District of Ohio on February 10, 2016) ("Fruhling"); *John Foppe v. Dollar General Corporation and Dolgencorp, LLC* (filed in the Eastern District of Kentucky on February 10, 2016) ("Foppe"); *Kevin Gadson v. Dolgencorp, LLC* (filed in the Southern District of New York on February 8, 2016) ("Gadson"); *Bruce Gooel v. Dolgencorp, LLC* (filed in the Eastern District of Michigan on February 8, 2016) ("Gooel"); *Janine Harvey v. Dollar General Corporation and Dolgencorp, LLC* (filed in the District Court for Nebraska on February 10, 2016) ("Harvey"); *Nicholas Meyer v. Dollar General Corporation and DG Retail, LLC* (filed in the District of Kansas on February 9, 2016) ("Meyer"); *Robert Oren v. Dollar General Corporation and Dolgencorp, LLC* (filed in the Western District of Missouri on February 8, 2016) ("Oren"); *Scott Sheehy v. Dollar General Corporation and DG Retail, LLC* (filed in the District Court for Minnesota on February 9, 2016) ("Sheehy"); *Gerardo Solis v. Dollar General Corporation and DG Retail, LLC* (filed in the Northern District of Illinois on February 12, 2016) ("Solis"); *Roberto Vega v. Dolgencorp, LLC* (filed in the Central District of California on February 8, 2016) ("Vega"); *Matthew Wait v. Dollar General Corporation and Dolgencorp, LLC* (filed in the Western District of Arkansas on February 16, 2016) ("Wait"); and *James Taschner v. Dollar General Corporation and Dolgencorp, LLC* (filed in the Eastern District of Missouri on March 15, 2016) ("Taschner").

The plaintiffs in the *Taschner, Vega* and *Sanchez* matters seek to proceed on a nationwide and statewide class basis, while the plaintiffs in the other matters seek to proceed only on a statewide class basis. Each plaintiff seeks, for himself or herself and the putative class he or she seeks to represent, some or all of the following relief: compensatory damages, injunctive relief prohibiting the sale of the products at issue and requiring the dissemination of corrective advertising, certain statutory damages (including treble damages), punitive damages and attorneys' fees.

On February 1, 2016, the *Sanchez* plaintiff voluntarily dismissed his complaint without prejudice.

The Company filed a motion to dismiss the plaintiffs' claims and a motion to strike the class allegations in the *Barfoot* matter on February 4, 2016; in the *Hill* matter on February 8, 2016; in the *Cooke* matter on February 24, 2016; in the *Sisemore* matter on March 4, 2016; and in the *Flinn* matter on March 10, 2016.

On March 7, 2016, the Company filed a motion with the United States Judicial Panel on Multidistrict Litigation requesting that all cases be transferred to the United States District Court for the Eastern District of Michigan, or, in the alternative to the Western District of Missouri or the Southern District of Florida, for consolidated pretrial proceedings ("Motion to Transfer"). After receiving notice of the Company's Motion to Transfer, the court stayed and administratively closed the *Barfoot* matter pending a transfer decision by the Judicial Panel on Multidistrict Litigation.

8. Commitments and contingencies (Continued)

The Company's responsive pleadings are due in the *McCormick* matter on March 21, 2016; in the *Fruhling* matter on April 4, 2016; in the *Meyer* matter on April 6, 2016; in the *Sheehy* matter on April 7, 2016; in the *Solis* matter on April 8, 2016; in the *Foppe* matter and *Gooel* matter on April 15, 2016; and in the *Harvey*, *Oren* and *Vega* matters on April 22, 2016.

The Company believes that the labeling, marketing and sale of its private-label motor oil complies with applicable federal and state requirements and is not misleading. The Company further believes that these matters are not appropriate for class or similar treatment. The Company intends to vigorously defend these actions; however, at this time, it is not possible to predict whether any of these cases will be permitted to proceed as a class or the size of any putative class. Likewise, at this time, it is not possible to estimate the value of the claims asserted, and no assurances can be given that the Company will be successful in its defense of these actions on the merits or otherwise. For these reasons, the Company is unable to estimate the potential loss or range of loss in these matters; however if the Company is not successful in its defense efforts, the resolution of any of these actions could have a material adverse effect on the Company's consolidated financial statements as a whole.

From time to time, the Company is a party to various other legal actions involving claims incidental to the conduct of its business, including actions by employees, consumers, suppliers, government agencies, or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation, including without limitation under federal and state employment laws and wage and hour laws. The Company believes, based upon information currently available, that such other litigation and claims, both individually and in the aggregate, will be resolved without a material adverse effect on the Company's consolidated financial statements as a whole. However, litigation involves an element of uncertainty. Future developments could cause these actions or claims to have a material adverse effect on the Company's results of operations, cash flows, or financial position. In addition, certain of these lawsuits, if decided adversely to the Company or settled by the Company, may result in liability material to the Company's financial position or may negatively affect operating results if changes to the Company's business operation are required.

9. Benefit plans

The Dollar General Corporation 401(k) Savings and Retirement Plan, which became effective on January 1, 1998, is a safe harbor defined contribution plan and is subject to the Employee Retirement and Income Security Act ("ERISA").

A participant's right to claim a distribution of his or her account balance is dependent on the plan, ERISA guidelines and Internal Revenue Service regulations. All active participants are fully vested in all contributions to the 401(k) plan. During 2015, 2014 and 2013, the Company expensed approximately $15.0 million, $13.7 million and $13.0 million, respectively, for matching contributions.

The Company also has a nonqualified supplemental retirement plan ("SERP") and compensation deferral plan ("CDP"), known as the Dollar General Corporation CDP/SERP Plan, for a select group of management and other key employees. The Company incurred compensation expense for these plans of approximately $1.1 million, $0.8 million and $1.2 million in 2015, 2014 and 2013, respectively.

The CDP/SERP Plan assets are invested in accounts selected by the Company's Compensation Committee or its delegate, and the associated deferred compensation liability is reflected in the consolidated balance sheets as further discussed in Note 6.

10. Share-based payments

The Company accounts for share-based payments in accordance with applicable accounting standards, under which the fair value of each award is separately estimated and amortized into compensation expense over the service period. The fair value of the Company's stock option grants are estimated on the grant date using the Black-Scholes-Merton valuation model. Forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense.

On July 6, 2007, the Company's Board of Directors adopted the 2007 Stock Incentive Plan for Key Employees, which plan was subsequently amended (as so amended, the "Plan"). The Plan allows the granting of stock options, stock appreciation rights, and other stock-based awards or dividend equivalent rights to key employees, directors, consultants or other persons having a service relationship with the Company, its subsidiaries and certain of its affiliates. The number of shares of Company common stock authorized for grant under the Plan is 31,142,858. As of January 29, 2016, 18,556,241 of such shares are available for future grants.

Since May 2011, most of the share-based awards issued by the Company have been in the form of stock options, restricted stock, restricted stock units and performance share units. With limited exceptions, stock options and restricted stock units granted to employees generally vest ratably on an annual basis over four-year and three-year periods, respectively. Awards granted to board members generally vest ratably over a one or three-year period. Performance share units generally vest ratably over a three-year period, provided that certain minimum performance criteria are met in the year of grant. With limited exceptions, the performance share unit and restricted stock unit awards are payable in shares of common stock on the vesting date.

From July 2007 through May 2011, a significant majority of the Company's share-based awards were a combination of stock options that vest solely upon the continued employment of the recipient ("MSA Time Options") and options that vest upon the achievement of predetermined annual or cumulative financial-based targets ("MSA Performance Options") (collectively, the "MSA Options"). MSA Options generally vest ratably on an annual basis over a period of approximately five years, with limited exceptions. The MSA Options are subject to various provisions set forth in a management stockholder's agreement ("MSA") entered into with each option holder. The MSA Options have a contractual term of 10 years and an exercise price equal to the fair value of the underlying common stock on the date of grant.

The weighted average for key assumptions used in determining the fair value of all stock options granted in the years ended January 29, 2016, January 30, 2015, and January 31, 2014, and a summary of the methodology applied to develop each assumption, are as follows:

	January 29, 2016	January 30, 2015	January 31, 2014
Expected dividend yield	1.2%	0%	0%
Expected stock price volatility	25.3%	25.6%	26.2%
Weighted average risk-free interest rate	1.8%	1.9%	1.2%
Expected term of options (years)	6.4	6.3	6.3

10. Share-based payments (Continued)

Expected dividend yield—This is an estimate of the expected dividend yield on the Company's stock. An increase in the dividend yield will decrease compensation expense.

Expected stock price volatility—This is a measure of the amount by which the price of the Company's common stock has fluctuated or is expected to fluctuate. Since November 2011, the expected volatilities for awards have been based on the historical volatility of the Company's publicly traded common stock. An increase in the expected volatility will increase compensation expense.

Weighted average risk-free interest rate—This is the U.S. Treasury rate for the week of the grant having a term approximating the expected life of the option. An increase in the risk-free interest rate will increase compensation expense.

Expected term of options—This is the period of time over which the options granted are expected to remain outstanding. The Company has estimated the expected term as the mid-point between the vesting date and the contractual term of the option. An increase in the expected term will increase compensation expense.

A summary of the Company's stock option activity, exclusive of options subject to an MSA, during the year ended January 29, 2016 is as follows:

(Intrinsic value amounts reflected in thousands)	Options Issued	Average Exercise Price	Remaining Contractual Term in Years	Intrinsic Value
Balance, January 30, 2015	2,399,124	$49.69		
Granted	1,247,557	74.73		
Exercised	(703,956)	45.66		
Canceled	(512,760)	61.67		
Balance, January 29, 2016	2,429,965	$61.19	8.1	$33,701
Exercisable at January 29, 2016	517,375	$47.31	6.7	$14,355

The weighted average grant date fair value per share of non-MSA options granted was $18.48, $17.26 and $13.86 during 2015, 2014 and 2013, respectively. The intrinsic value of non-MSA options exercised during 2015, 2014, and 2013 was $20.8 million, $2.5 million and $0.8 million, respectively.

The number of performance share unit awards earned is based upon the Company's annual financial performance in the year of grant as specified in the award agreement. A summary of performance share unit award activity during the year ended January 29, 2016 is as follows:

(Intrinsic value amounts reflected in thousands)	Units Issued	Intrinsic Value
Balance, January 30, 2015	212,583	
Granted	103,666	
Converted to common stock	(120,417)	
Canceled	(51,735)	
Balance, January 29, 2016	144,097	$10,816

10. Share-based payments (Continued)

The weighted average grant date fair value per share of performance share units granted was $74.72, $57.91 and $48.11 during 2015, 2014, and 2013, respectively.

A summary of restricted stock unit award activity during the year ended January 29, 2016 is as follows:

(Intrinsic value amounts reflected in thousands)	Units Issued	Intrinsic Value
Balance, January 30, 2015	714,858	
Granted	383,134	
Converted to common stock	(326,383)	
Canceled	(130,699)	
Balance, January 29, 2016	640,910	$48,107

The weighted average grant date fair value per share of restricted stock units granted was $74.67, $57.87 and $48.20 during 2015, 2014 and 2013, respectively.

At January 29, 2016, 173,091 MSA Time Options were outstanding, all of which were exercisable, with an average exercise price of $20.36, an average remaining contractual term of 3.8 years, and an aggregate intrinsic value of $9.5 million. The intrinsic value of MSA Time Options exercised during 2015, 2014 and 2013 was $6.6 million, $6.8 million and $39.4 million, respectively.

At January 29, 2016, 151,097 MSA Performance Options were outstanding, all of which were exercisable, with an average exercise price of $21.23, an average remaining contractual term of 3.9 years, and an aggregate intrinsic value of $8.1 million. The intrinsic value of MSA Performance Options exercised during 2015, 2014 and 2013 was $4.9 million, $4.9 million and $39.1 million, respectively.

In March 2012, the Company issued a performance-based award of 326,037 shares of restricted stock to its former Chairman and Chief Executive Officer. The restricted stock award had a fair value on the grant date of $45.25 per share, with the award scheduled to vest in one-half increments contingent upon, among other things, meeting certain specified earnings per share targets for 2014 and 2015. The target for 2014 was met and the applicable shares vested. Certain conditions relating to the 2015 tranche of the award were not satisfied and therefore the applicable shares did not vest.

At January 29, 2016, the total unrecognized compensation cost related to nonvested stock-based awards was $48.2 million with an expected weighted average expense recognition period of 1.7 years.

10. Share-based payments (Continued)

The fair value method of accounting for share-based awards resulted in share-based compensation expense (a component of SG&A expenses) and a corresponding reduction in net income before income taxes as follows:

(In thousands)	Stock Options	Performance Share Units	Restricted Stock Units	Restricted Stock	Total
Year ended January 29, 2016					
Pre-tax	$11,113	$4,856	$22,578	$ —	$38,547
Net of tax	$ 6,779	$2,962	$13,772	$ —	$23,513
Year ended January 30, 2015					
Pre-tax	$ 8,533	$5,461	$15,968	$7,376	$37,338
Net of tax	$ 5,206	$3,332	$ 9,742	$4,500	$22,780
Year ended January 31, 2014					
Pre-tax	$ 7,634	$3,448	$ 9,879	$ —	$20,961
Net of tax	$ 4,649	$2,100	$ 6,016	$ —	$12,765

11. Segment reporting

The Company manages its business on the basis of one reportable operating segment. See Note 1 for a brief description of the Company's business. As of January 29, 2016, all of the Company's operations were located within the United States with the exception of certain subsidiaries in Hong Kong and China and a liaison office in India, which collectively are not material with regard to assets, results of operations or otherwise, to the consolidated financial statements. The following net sales data is presented in accordance with accounting standards related to disclosures about segments of an enterprise.

(In thousands)	2015	2014	2013
Classes of similar products:			
Consumables	$15,457,611	$14,321,080	$13,161,825
Seasonal	2,522,701	2,344,993	2,259,516
Home products	1,289,423	1,205,373	1,115,648
Apparel	1,098,827	1,038,142	967,178
Net sales	$20,368,562	$18,909,588	$17,504,167

12. Common stock transactions

On August 29, 2012, the Company's Board of Directors authorized a common stock repurchase program, which the Board has increased on several occasions. Most recently, on December 2, 2015, the Company's Board of Directors authorized a $1.0 billion increase to the existing common stock repurchase program. As of January 29, 2016, a cumulative total of $4.0 billion had been authorized under the program since its inception and $923.8 million remained available for repurchase. The repurchase authorization has no expiration date and allows repurchases from time to time in the open market or in privately negotiated transactions. The timing and number of shares purchased depends on a variety of factors, such as price, market conditions, compliance with the covenants and restrictions

12. Common stock transactions (Continued)

under the Company's debt agreements and other factors. Repurchases under the program may be funded from available cash or borrowings under the Facilities discussed in further detail in Note 5.

During the years ended January 29, 2016, January 30, 2015, and January 31, 2014, the Company repurchased approximately 17.6 million shares of its common stock at a total cost of $1.3 billion, approximately 14.1 million shares at a total cost of $0.8 billion and approximately 11.0 million shares of its common stock at a total cost of $0.6 billion, respectively, pursuant to its common stock repurchase programs.

The Company paid quarterly cash dividends of $0.22 per share during each of the four quarters of 2015. On March 8, 2016, the Company's Board of Directors approved a quarterly cash dividend of $0.25 per share, which is payable on April 12, 2016 to shareholders of record as of March 29, 2016. The declaration of future cash dividends is subject to the discretion of the Company's Board of Directors 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.

13. Corporate restructuring

On October 13, 2015, the Company implemented a restructuring of its corporate support functions, including the elimination of approximately 255 positions, substantially all of which were at the Company's corporate headquarters and effective immediately. The restructuring is part of a broader initiative aimed at improving efficiencies and reducing expenses.

The Company incurred pretax expense of $6.1 million associated with this restructuring for severance-related benefits. This expense is reflected in Selling, general, and administrative expenses on the Company's consolidated statements of income for the year ended January 29, 2016. As of January 29, 2016, the remaining liability related to these charges is $3.5 million.

14. Quarterly financial data (unaudited)

The following is selected unaudited quarterly financial data for the fiscal years ended January 29, 2016 and January 30, 2015. Each quarterly period listed below was a 13-week accounting period. The sum of the four quarters for any given year may not equal annual totals due to rounding.

(In thousands)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2015:				
Net sales	$4,918,672	$5,095,904	$5,067,048	$5,286,938
Gross profit	1,498,705	1,588,155	1,536,962	1,682,269
Operating profit	428,194	475,812	423,859	612,429
Net income	253,235	282,349	253,321	376,175
Basic earnings per share	0.84	0.95	0.87	1.30
Diluted earnings per share	0.84	0.95	0.86	1.30

14. Quarterly financial data (unaudited) (Continued)

(In thousands)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2014:				
Net sales	$4,522,081	$4,724,039	$4,724,409	$4,939,059
Gross profit	1,357,746	1,455,574	1,423,748	1,565,439
Operating profit	379,708	428,526	394,143	566,716
Net income	222,398	251,260	236,316	355,371
Basic earnings per share	0.72	0.83	0.78	1.17
Diluted earnings per share	0.72	0.83	0.78	1.17

As discussed in Note 13, in the third quarter of 2015, the Company implemented a restructuring of its corporate support functions. As a result, the Company incurred expenses, primarily related to severance-related benefits, of $6.1 million ($3.7 million net of tax, or $0.01 per diluted share), which was recognized as Selling, general, and administrative expense.

In the third and fourth quarters of 2014, the Company incurred expenses related to an attempted acquisition of $8.2 million ($7.4 million net of tax, or $0.02 per diluted share) and $6.1 million ($1.3 million net of tax, or $0.00 per diluted share), respectively, which were recognized as Selling, general and administrative expenses.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) Management's Annual Report on Internal Control Over Financial Reporting. Our management prepared and is responsible for the consolidated financial statements and all related financial information contained in this report. This responsibility includes establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with United States generally accepted accounting principles.

To comply with the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, management designed and implemented a structured and comprehensive assessment process to evaluate the effectiveness of its internal control over financial reporting. Such assessment was based on criteria established in *Internal Control—Integrated Framework* (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Management regularly monitors our internal control over financial reporting, and actions are taken to correct any deficiencies as they are identified. Based on its assessment, management has concluded that our internal control over financial reporting is effective as of January 29, 2016.

Ernst & Young LLP, the independent registered public accounting firm that audited our consolidated financial statements, has issued an attestation report on management's assessment of our internal control over financial reporting. Such attestation report is contained below.

(c) Attestation Report of Independent Registered Public Accounting Firm.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
Dollar General Corporation

We have audited Dollar General Corporation and subsidiaries' internal control over financial reporting as of January 29, 2016, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Dollar General Corporation and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Dollar General Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of January 29, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Dollar General Corporation and subsidiaries as of January 29, 2016 and January 30, 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended January 29, 2016 of Dollar General Corporation and subsidiaries and our report dated March 22, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee
March 22, 2016

(d) Changes in Internal Control Over Financial Reporting. There have been no changes during the quarter ended January 29, 2016 in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

On March 7, 2016, Mr. John W. Flanigan, Executive Vice President, Global Supply Chain, advised the Company of his intent to retire effective April 29, 2016.

On March 16, 2016, the Company's Compensation Committee (the "Committee") awarded 119,599 non-qualified stock options ("Options") and 27,367 performance share units ("PSUs") to Mr. Vasos and 32,890 Options and 7,526 PSUs to each of Messrs. Garratt, Flanigan and Ravener and Ms. Taylor on the terms and subject to the conditions set forth in the form of Option award agreement and form of PSU award agreement attached hereto as Exhibit 10.5 and Exhibit 10.10, respectively (collectively, the "Form Award Agreements"), and subject to the terms and conditions of the previously filed Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation (the "Plan").

The Options have a term of ten years and, subject to earlier forfeiture or accelerated vesting under certain circumstances described in the form of Option award agreement, generally will vest in four equal annual installments beginning on April 1, 2017.

The PSUs represent a target number of units that can be earned if certain performance measures are achieved during the performance period (which is the Company's fiscal year 2016) (the "Performance Period") and if certain additional vesting requirements are met. The performance measures are goals related to adjusted EBITDA (weighted 50%) and ROIC (weighted 50%) as established by the Committee on the grant date. The number of PSUs earned will vary between 0% and 300% of the target amount based on actual performance compared to target performance on a graduated scale, with performance at the target level resulting in 100% of the target number of PSUs being earned. At the conclusion of the Performance Period, the Committee will determine the level of achievement of each performance goal measure and the corresponding number of PSUs earned by each grantee. Subject to certain pro-rata vesting conditions, one-third of the PSUs earned by each grantee will vest on the last day of the Performance Period and be paid on April 1, 2017. The remaining two-thirds of the PSUs earned by each grantee will vest in equal installments on April 1, 2018 and April 1, 2019, in each case subject to the grantee's continued employment with the Company and certain accelerated vesting provisions described in the form of PSU award agreement.

The Form Award Agreements also provide that in the event of a Change in Control (as defined in the Form Award Agreements) of the Company, a grantee will only receive an accelerated payout of his or her equity award if a Qualifying Termination (as defined in the Form Award Agreements) occurs within two years following the Change in Control.

Also, on March 16, 2016, in addition to the award of Options and PSUs as outlined above, the Committee awarded Mr. Vasos 85,759 Options according to the terms of the form of Option award agreement attached hereto as Exhibit 10.38 and subject to the terms and conditions of the Plan. Subject to certain forfeiture and limited vesting acceleration events (including the same Change in Control provisions as described above), such Option award is scheduled to vest ratably in installments of 33 1/3% on each of the third, fourth and fifth anniversaries of the grant date, subject to holding requirements through the fifth anniversary of the grant date, and will terminate no later than ten years from the grant date.

The foregoing descriptions of all Options and PSU awards and the forms of award agreements are summaries only, do not purport to be complete, and are qualified in their entirety by reference to the filed forms of award agreement attached hereto as Exhibits 10.5, 10.10 and 10.38.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

(a) Information Regarding Directors and Executive Officers. The information required by this Item 10 regarding our directors and director nominees is contained under the captions "Who are the nominees this year," "What are the backgrounds of this year's nominees," "Are there any familial relationships between any of the nominees," "How are directors identified and nominated," and "What particular experience, qualifications, attributes or skills led the Board of Directors to conclude that each nominee should serve as a director of Dollar General," all under the heading "Proposal 1: Election of Directors" in our definitive Proxy Statement to be filed for our Annual Meeting of Shareholders to be held on May 25, 2016 (the "2016 Proxy Statement"), which information under such captions is incorporated herein by reference. Information required by this Item 10 regarding our executive officers is contained in Part I of this Form 10-K under the caption "Executive Officers of the Registrant," which information under such caption is incorporated herein by reference.

(b) Compliance with Section 16(a) of the Exchange Act. Information required by this Item 10 regarding compliance with Section 16(a) of the Exchange Act is contained under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in the 2016 Proxy Statement, which information under such caption is incorporated herein by reference.

(c) Code of Business Conduct and Ethics. We have adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and Board members. This Code is posted on the Investor Information section of our Internet website at www.dollargeneral.com. If we choose to no longer post such Code, we will provide a free copy to any person upon written request to Dollar General Corporation, c/o Investor Relations Department, 100 Mission Ridge, Goodlettsville, TN 37072. We intend to provide any required disclosure of an amendment to or waiver from such Code that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on our Internet website located at www.dollargeneral.com promptly following the amendment or waiver. We may elect to disclose any such amendment or waiver in a report on Form 8-K filed with the SEC either in addition to or in lieu of the website disclosure. The information contained on or connected to our Internet website is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report that we file with or furnish to the SEC.

(d) Procedures for Shareholders to Nominate Directors. There have been no material changes to the procedures by which security holders may recommend nominees to the registrant's Board of Directors.

(e) Audit Committee Information. Information required by this Item 10 regarding our audit committee and our audit committee financial experts is contained under the captions "Corporate Governance—Does the Board of Directors have standing Audit, Compensation and Nominating Committees" and "—Does Dollar General have an audit committee financial expert serving on its Audit Committee" in the 2016 Proxy Statement, which information under such captions is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 regarding director and executive officer compensation, the Compensation Committee Report, the risks arising from our compensation policies and practices for employees, and compensation committee interlocks and insider participation is contained under the captions "Director Compensation" and "Executive Compensation" in the 2016 Proxy Statement, which information under such captions is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

(a) Equity Compensation Plan Information. The following table sets forth information about securities authorized for issuance under our compensation plans (including individual compensation arrangements) as of January 29, 2016:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders(1)	3,539,160	$56.43	18,556,241
Equity compensation plans not approved by security holders	—	—	—
Total(1)	3,539,160	$56.43	18,556,241

(1) Column (a) consists of shares of common stock issuable upon exercise of outstanding options and upon vesting and payment of share units and deferred shares, including dividend equivalents accrued thereon, under the Amended and Restated 2007 Stock Incentive Plan. Share units, deferred shares and dividend equivalents are settled for shares of common stock on a one-for-one basis and have no exercise price. Accordingly, they have been excluded for purposes of computing the weighted-average exercise price in column (b). Column (c) consists of shares reserved for issuance pursuant to the Amended and Restated 2007 Stock Incentive Plan, whether in the form of stock, restricted stock, share units, or other share-based awards or upon the exercise of an option or right.

(b) Other Information. The information required by this Item 12 regarding security ownership of certain beneficial owners and our management is contained under the caption "Security Ownership" in the 2016 Proxy Statement, which information under such caption is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item 13 regarding certain relationships and related transactions is contained under the caption "Transactions with Management and Others" in the 2016 Proxy Statement, which information under such caption is incorporated herein by reference.

The information required by this Item 13 regarding director independence is contained under the caption "Director Independence" in the 2016 Proxy Statement, which information under such caption is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item 14 regarding fees we paid to our principal accountant and the pre-approval policies and procedures established by the Audit Committee of our Board of Directors is contained under the caption "Fees Paid to Auditors" in the 2016 Proxy Statement, which information under such caption is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheets
Consolidated Statements of Income
Consolidated Statements of Comprehensive Income
Consolidated Statements of Shareholders' Equity
Consolidated Statements of Cash Flows
Notes to Consolidated Financial Statements

(b) All schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions, are inapplicable or the information is included in the Consolidated Financial Statements and, therefore, have been omitted.

(c) Exhibits: See Exhibit Index immediately following the signature pages hereto, which Exhibit Index is incorporated by reference as if fully set forth herein.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DOLLAR GENERAL CORPORATION

Date: March 22, 2016

By: /s/ TODD J. VASOS
Todd J. Vasos,
Chief Executive Officer

We, the undersigned directors and officers of the registrant, hereby severally constitute Todd J. Vasos, John W. Garratt II and Anita C. Elliott, and each of them singly, our true and lawful attorneys with full power to them and each of them to sign for us, and in our names in the capacities indicated below, any and all amendments to this Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ TODD J. VASOS TODD J. VASOS	Chief Executive Officer & Director (Principal Executive Officer)	March 22, 2016
/s/ JOHN W. GARRATT JOHN W. GARRATT	Executive Vice President & Chief Financial Officer (Principal Financial Officer)	March 22, 2016
/s/ ANITA C. ELLIOTT ANITA C. ELLIOTT	Senior Vice President & Chief Accounting Officer (Principal Accounting Officer)	March 22, 2016
/s/ WARREN F. BRYANT WARREN F. BRYANT	Director	March 22, 2016
/s/ MICHAEL M. CALBERT MICHAEL M. CALBERT	Director	March 22, 2016
/s/ SANDRA B. COCHRAN SANDRA B. COCHRAN	Director	March 22, 2016

Name	Title	Date
/s/ PATRICIA D. FILI-KRUSHEL PATRICIA D. FILI-KRUSHEL	Director	March 22, 2016
/s/ PAULA A. PRICE PAULA A. PRICE	Director	March 22, 2016
/s/ WILLIAM C. RHODES, III WILLIAM C. RHODES, III	Director	March 22, 2016
/s/ DAVID B. RICKARD DAVID B. RICKARD	Director	March 22, 2016

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EXHIBIT INDEX

3.1 Amended and Restated Charter of Dollar General Corporation (complete copy as amended for SEC filing purposes only) (incorporated by reference to Exhibit 3.1 to Dollar General Corporation's Quarterly Report on Form 10-Q for the quarter ended May 3, 2013, filed with the SEC on June 4, 2013 (file no. 001-11421))

3.2 Amended and Restated Bylaws of Dollar General Corporation (incorporated by reference to Exhibit 3.2 to Dollar General Corporation's Current Report on Form 8-K dated November 18, 2009, filed with the SEC on November 18, 2009 (file no. 001-11421))

4.1 Form of Stock Certificate for Common Stock (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Registration Statement on Form S-1 (file no. 333-161464))

4.2 Form of 4.125% Senior Notes due 2017 (included in Exhibit 4.7)

4.3 Form of 1.875% Senior Notes due 2018 (included in Exhibit 4.8)

4.4 Form of 3.250% Senior Notes due 2023 (included in Exhibit 4.9)

4.5 Form of 4.150% Senior Notes due 2025 (included in Exhibit 4.10)

4.6 Indenture, dated as of July 12, 2012, between Dollar General Corporation, as issuer, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Current Report on Form 8-K dated July 12, 2012, filed with the SEC on July 17, 2012 (file no. 001-11421))

4.7 First Supplemental Indenture, dated as of July 12, 2012, among Dollar General Corporation, as issuer, the subsidiary guarantors named therein, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Dollar General Corporation's Current Report on Form 8-K dated July 12, 2012, filed with the SEC on July 17, 2012 (file no. 001-11421))

4.8 Third Supplemental Indenture, dated as of April 11, 2013, between Dollar General Corporation, as issuer, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Current Report on Form 8-K dated April 8, 2013 and filed with the SEC on April 11, 2013 (file no. 001-11421))

4.9 Fourth Supplemental Indenture, dated as of April 11, 2013, between Dollar General Corporation, as issuer, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.2 to Dollar General Corporation's Current Report on Form 8-K dated April 8, 2013 and filed with the SEC on April 11, 2013 (file no. 001-11421))

4.10 Fifth Supplemental Indenture, dated as of October 20, 2015, between Dollar General Corporation, as issuer, and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Current Report on Form 8-K dated October 15, 2015, filed with the SEC on October 20, 2015 (file no. 001-11421))

4.11 Amended and Restated Credit Agreement, dated as of October 20, 2015, among Dollar General Corporation, as borrower, Citibank, N.A., as administrative agent, and the other credit parties and lenders party thereto (incorporated by reference to Exhibit 4.3 to Dollar General Corporation's Current Report on Form 8-K dated October 15, 2015 and filed with the SEC on October 20, 2015 (file no. 001-11421))

10.1 Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and its Affiliates (effective June 1, 2012) (incorporated by reference to Appendix A to Dollar General Corporation's Definitive Proxy Statement filed with the SEC on April 5, 2012 (file no. 001-11421))*

10.2 Form of Stock Option Award Agreement (approved May 24, 2011) for awards made prior to December 2014 to certain newly hired and promoted employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended April 29, 2011, filed with the SEC on June 1, 2011 (file no. 001-11421))*

10.3 Form of Stock Option Award Agreement (approved March 20, 2012) for annual awards beginning March 20, 2012 and prior to March 2015 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to Dollar General Corporation's Current Report on Form 8-K dated March 20, 2012, filed with the SEC on March 26, 2012 (file no. 001-11421))*

10.4 Form of Stock Option Award Agreement (approved August 26, 2014) for annual awards beginning March 2015 and prior to March 2016 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2014, filed with the SEC on December 4, 2014 (file no. 001-11421))*

10.5 Form of Stock Option Award Agreement (approved March 16, 2016) for awards beginning March 2016 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan*

10.6 Form of Stock Option Award Agreement (approved August 26, 2014) for awards beginning December 2014 and prior to May 2016 to certain newly hired and promoted employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2014, filed with the SEC on December 4, 2014 (file no. 001-11421))*

10.7 Form of Performance Share Unit Award Agreement (approved March 20, 2012) for annual awards prior to March 2014 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to Dollar General Corporation's Current Report on Form 8-K dated March 20, 2012, filed with the SEC on March 26, 2012 (file no. 001-11421))*

10.8 Form of Performance Share Unit Award Agreement (approved March 18, 2014) for annual awards beginning March 2014 and prior to March 2015 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 2, 2014, filed with the SEC on June 3, 2014 (file no. 001-11421))*

10.9 Form of Performance Share Unit Award Agreement (approved August 26, 2014) for annual awards beginning March 2015 and prior to March 2016 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2014, filed with the SEC on December 4, 2014 (file no. 001-11421))*

10.10 Form of Performance Share Unit Award Agreement (approved March 16, 2016) for awards beginning March 2016 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan*

10.11 Form of Restricted Stock Unit Award Agreement (approved March 20, 2012) for annual awards made prior to March 2015 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Current Report on Form 8-K dated March 20, 2012, filed with the SEC on March 26, 2012 (file no. 001-11421))*

10.12 Form of Restricted Stock Unit Award Agreement (approved March 17, 2015) for awards beginning March 2015 and prior to March 2016 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 1, 2015, filed with the SEC on June 2, 2015 (file no. 001-11421))*

10.13 Form of Restricted Stock Unit Award Agreement (approved March 16, 2016) for awards beginning March 2016 to certain employees of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan*

10.14 Waiver of Certain Limitations Set Forth in Option Agreements Pertaining to Options Previously Granted under the Amended and Restated 2007 Stock Incentive Plan, effective August 26, 2010 (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended July 30, 2010, filed with the SEC on August 31, 2010 (file no. 001-11421))*

10.15 Waiver of Transfer Restrictions dated February 1, 2013 (incorporated by reference to Exhibit 99 to Dollar General Corporation's Current Report on Form 8-K dated February 1, 2013, filed with the SEC on February 5, 2013 (file no. 001-11421))*

10.16 Form of Restricted Stock Unit Award Agreement for awards prior to May 24, 2011 to non-employee directors of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.15 to Dollar General Corporation's Registration Statement on Form S-1 (file no. 333-161464))

10.17 Form of Restricted Stock Unit Award Agreement (approved May 24, 2011) for awards prior to May 29, 2014 to non-employee directors of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended April 29, 2011, filed with the SEC on June 1, 2011 (file no. 001-11421))

10.18 Form of Restricted Stock Unit Award Agreement (approved May 28, 2014) for awards beginning May 29, 2014 and prior to February 2015 to non-employee directors of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 2, 2014, filed with the SEC on June 3, 2014 (file no. 001-11421))

10.19 Form of Restricted Stock Unit Award Agreement (approved December 3, 2014) for awards beginning February 2015 to non-employee directors of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2014, filed with the SEC on December 4, 2014 (file no. 001-11421))

10.20 Form of Restricted Stock Unit Award Agreement (approved January 26, 2016) for awards beginning February 1, 2016 to non-executive Chairmen of the Board of Directors of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan

10.21 Form of Stock Option Award Agreement for awards to non-employee directors of Dollar General Corporation pursuant to the Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to Dollar General Corporation's Registration Statement on Form S-1 (file no. 333-161464))

10.22 Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007) (incorporated by reference to Exhibit 10.10 to Dollar General Corporation's Registration Statement on Form S-4 (file no. 333-148320))*

10.23 First Amendment to the Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007) (incorporated by reference to Exhibit 10.11 to Dollar General Corporation's Registration Statement on Form S-4 (file no. 333-148320))*

10.24 Second Amendment to the Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007), dated as of June 3, 2008 (incorporated by reference to Exhibit 10.6 to Dollar General Corporation's Quarterly Report on Form 10-Q for the quarter ended August 1, 2008, filed with the SEC on September 3, 2008 (file no. 001-11421))*

10.25 Dollar General Corporation Non-Employee Director Deferred Compensation Plan (approved December 3, 2014) (incorporated by reference to Exhibit 10.6 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2014, filed with the SEC on December 4, 2014 (file no. 001-11421))

10.26 Amended and Restated Dollar General Corporation Annual Incentive Plan (effective June 1, 2012) (incorporated by reference to Appendix B to the Dollar General Corporation's Definitive Proxy Statement filed with the SEC on April 5, 2012 (file no. 001-11421))*

10.27 Dollar General Corporation 2015 Teamshare Bonus Program for Named Executive Officers (incorporated by reference to Exhibit 10.1 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 1, 2015, filed with the SEC on June 2, 2015 (file no. 001-11421))*

10.28 Summary of Dollar General Corporation Life Insurance Program as Applicable to Executive Officers (incorporated by reference to Exhibit 10.19 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended February 2, 2007, filed with the SEC on March 29, 2007) (file no. 001-11421))*

10.29 Dollar General Corporation Executive Relocation Policy, as amended (effective July 16, 2014) (incorporated by reference to Exhibit 10.1 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended August 1, 2014, filed with the SEC on August 28, 2014 (file no. 001-11421))*

10.30 Dollar General Corporation Executive Relocation Policy, as amended (effective September 22, 2015) (incorporated by reference to Exhibit 10.2 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 30, 2015, filed with the SEC on December 3, 2015 (file no. 001-11421))*

10.31 Summary of Non-Employee Director Compensation effective January 30, 2016

10.32 Employment Transition Agreement, effective March 10, 2015, between Dollar General Corporation and Richard W. Dreiling (incorporated by reference to Exhibit 99 to Dollar General Corporation's Current Report on Form 8-K dated March 10, 2015, filed with the SEC on March 13, 2015 (file no. 001-11421))*

10.33 Restricted Stock Unit Award Agreement, dated March 17, 2015, between Dollar General Corporation and Richard W. Dreiling (incorporated by reference to Exhibit 99 to Dollar General Corporation's Current Report on Form 8-K dated March 17, 2015, filed with the SEC on March 19, 2015 (file no. 001-11421))*

10.34 Employment Agreement, effective April 1, 2012, between Dollar General Corporation and David M. Tehle (incorporated by reference to Exhibit 99.1 to Dollar General Corporation's Current Report on Form 8-K dated April 16, 2012, filed with the SEC on April 19, 2012 (file no. 001-11421))*

10.35 Amendment to Employment Agreement, effective March 18, 2014, between Dollar General Corporation and David M. Tehle (incorporated by reference to Exhibit 10.32 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 31, 2014, filed with the SEC on March 20, 2014 (file no. 001-11421))*

10.36 Employment Agreement, effective June 3, 2015, between Dollar General Corporation and Todd J. Vasos (incorporated by reference to Exhibit 99.3 to Dollar General Corporation's Current Report on Form 8-K dated May 27, 2015, filed with the SEC on May 28, 2015 (file no. 001-11421))*

10.37 Form of Stock Option Award Agreement between Dollar General Corporation and Todd J. Vasos for June 3, 2015 award (incorporated by reference to Exhibit 99.2 to Dollar General Corporation's Current Report on Form 8-K dated May 27, 2015, filed with the SEC on May 28, 2015 (file no. 001-11421))*

10.38 Form of Stock Option Award Agreement between Dollar General Corporation and Todd J. Vasos (approved March 16, 2016)*

10.39 Employment Agreement, effective April 1, 2015, between Dollar General Corporation and John W. Garratt (incorporated by reference to Exhibit 10.3 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 1, 2015, filed with the SEC on June 2, 2015 (file no. 001-11421))*

10.40 Employment Agreement, effective December 2, 2015, between Dollar General Corporation and John W. Garratt (incorporated by reference to Exhibit 99.2 to Dollar General Corporation's Current Report on Form 8-K dated December 2, 2015, filed with the SEC on December 3, 2015 (file no. 001-11421))*

10.41 Employment Agreement, effective November 1, 2013, between Dollar General Corporation and David W. D'Arezzo (incorporated by reference to Exhibit 10.37 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 31, 2014, filed with the SEC on March 20, 2014 (file no. 001-11421))*

10.42 Employment Agreement, effective August 10, 2015, between Dollar General Corporation and John W. Flanigan (incorporated by reference to Exhibit 10.6 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2015, filed with the SEC on August 27, 2015 (file no. 001-11421))*

10.43 Employment Agreement, effective August 10, 2015, between Dollar General Corporation and Robert D. Ravener (incorporated by reference to Exhibit 10.5 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2015, filed with the SEC on August 27, 2015 (file no. 001-11421))*

10.44 Stock Option Agreement, dated as of August 28, 2008, between Dollar General Corporation and Robert D. Ravener (incorporated by reference to Exhibit 10.40 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*

10.45 Stock Option Agreement, dated as of December 19, 2008, between Dollar General Corporation and Robert D. Ravener (incorporated by reference to Exhibit 10.41 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*

10.46 Stock Option Agreement, dated as of March 24, 2010, between Dollar General Corporation and Robert D. Ravener (incorporated by reference to Exhibit 10.42 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended January 28, 2011, filed with the SEC on March 22, 2011 (file no. 001-11421))*

10.47 Employment Agreement, effective August 10, 2015, between Dollar General Corporation and Rhonda M. Taylor (incorporated by reference to Exhibit 10.4 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2015, filed with the SEC on August 27, 2015 (file no. 001-11421))*

10.48 Stock Option Agreement, dated March 24, 2010, between Dollar General Corporation and Rhonda M. Taylor*

10.49 Employment Agreement, effective June 15, 2015, between Dollar General Corporation and Jeffery C. Owen (incorporated by reference to Exhibit 10.7 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 30, 2015, filed with the SEC on December 3, 2015 (file no. 001-11421))*

10.50 Employment Agreement, effective August 7, 2015, between Dollar General Corporation and James W. Thorpe (incorporated by reference to Exhibit 10.6 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended October 30, 2015, filed with the SEC on December 3, 2015 (file no. 001-11421))*

10.51 Employment Agreement, effective December 2, 2015, between Dollar General Corporation and Anita C. Elliott (incorporated by reference to Exhibit 99.3 to Dollar General Corporation's Current Report on Form 8-K dated December 2, 2015, filed with the SEC on December 3, 2015 (file no. 001-11421))*

10.52 Omnibus Limited Waiver by Dollar General Corporation to the Employment Agreement and Employment Transition Agreement with certain employees of Dollar General Corporation, effective January 28, 2016*

10.53 Employment Agreement, effective March 19, 2012, between Dollar General Corporation and Gregory A. Sparks (incorporated by reference to Exhibit 10.4 to Dollar General Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended May 4, 2012, filed with the SEC on June 4, 2012 (file no. 001-11421))*

12	Calculation of Fixed Charge Ratio
21	List of Subsidiaries of Dollar General Corporation
23	Consent of Independent Registered Public Accounting Firm
24	Powers of Attorney (included as part of the signature pages hereto)
31	Certifications of CEO and CFO under Exchange Act Rule 13a-14(a)
32	Certifications of CEO and CFO under 18 U.S.C. 1350
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* Management Contract or Compensatory Plan

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DIRECTORS

Michael M. Calbert (1)†
Retired Member
Kohlberg Kravis Roberts & Co.

Warren F. Bryant (2)(3)*†
Retired Chairman, President &
Chief Executive Officer
Longs Drug Stores Corporation

Sandra B. Cochran (2)(4)†
President & Chief Executive Officer
Cracker Barrel Old Country Store, Inc.

Patricia D. Fili-Krushel (3)(4)†
Former Executive Vice President
NBCUniversal

Paula A. Price (2)†
Senior Lecturer
Harvard Business School

William C. Rhodes, III (3)(4)*†
Chairman, President &
Chief Executive Officer
AutoZone, Inc.

David B. Rickard (2)*†
Retired Executive Vice President,
Chief Financial Officer &
Chief Administrative Officer
CVS Health Corporation

Todd J. Vasos†
Chief Executive Officer
Dollar General Corporation

(1) Chairman of the Board (2) Audit Committee (3) Compensation Committee (4) Nominating & Governance Committee (*) Committee Chairman

OFFICERS

Todd J. Vasos†
Chief Executive Officer

Executive Vice Presidents

John W. Flanigan†
Global Supply Chain

John W. Garratt†
Chief Financial Officer

Jeffery C. Owen†
Store Operations

Robert D. Ravener†
Chief People Officer

Rhonda M. Taylor†
General Counsel

James W. Thorpe†
Chief Merchandising Officer

Senior Vice Presidents

Ryan G. Boone
Chief Information Officer

Steven R. Deckard
Corporate Store Operations

Anita C. Elliott†
Chief Accounting Officer

Lawrence J. Gatta
General Merchandise Manager
Consumables

Stephen P. Jacobson
Global Sourcing Operations

Michael J. Kindy
Global Supply Chain

James E. Kopp
Global Strategic Sourcing

Cynthia A. Long
General Merchandise Manager
Non-Consumables (Home & Apparel)

Daniel J. Nieser
Real Estate & Store Development

Steven G. Sunderland
Store Operations

Emily C. Taylor
General Merchandise Manager
Non-Consumables (Seasonal,
Stationery & HBC)

† Indicates person subject to the provisions of Section 16 of the Securities and Exchange Act of 1934.

CORPORATE INFORMATION

Transfer Agent

Wells Fargo Bank, N.A., Shareowner Services
PO Box 64854, St. Paul, MN 55164-0854
www.wellsfargo.com/shareownerservices

Inquiries regarding stock transfers, lost certificates or address changes should be directed to the transfer agent at the address or website noted above or by calling (800) 468-9716.

Direct Stock Purchase Plan

Wells Fargo Shareowner Services sponsors and administers a direct purchase plan for the shares of Dollar General Corporation. Information on the plan, a copy of the prospectus and enrollment forms are located at www.shareowneronline.com, or you may contact our transfer agent by calling (866) 927-3314 or at our transfer agent's mailing address above.

Independent Registered Public Accounting Firm

Ernst & Young LLP, Nashville, Tennessee

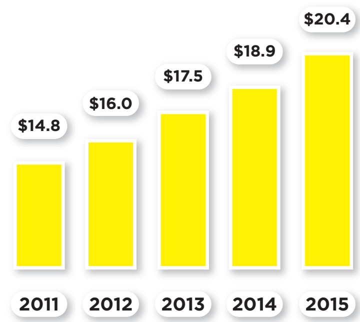
Form 10-K; SEC Certifications

A copy of the Form 10-K filed by the Company with the Securities and Exchange Commission (the "SEC") for the fiscal year ended January 29, 2016, which includes as exhibits the Chief Executive Officer and Chief Financial Officer Certifications required to be filed with the SEC pursuant to Section 302 of the Sarbanes-Oxley Act, is available on our website at www.dollargeneral.com in the Investor Information section or on the SEC's website.

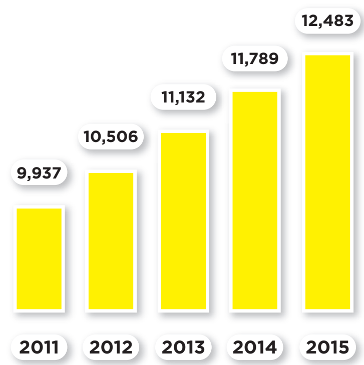
A printed copy of the Form 10-K, and a list of all its exhibits, will be supplied without charge to any shareholder upon written request. Exhibits to the Form 10-K are available for a reasonable fee. For a printed copy of the Form 10-K, please contact:

Dollar General Corporation
Investor Relations
100 Mission Ridge, Goodlettsville, Tennessee 37072
(615) 855-4000

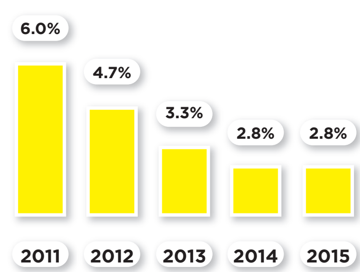
NET SALES (IN BILLIONS)



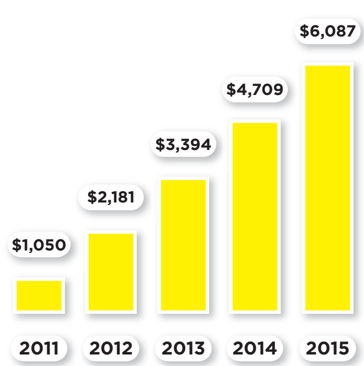
ENDING STORE COUNT



SAME-STORE SALES GROWTH



CUMULATIVE CASH FROM OPERATIONS (IN MILLIONS)



Fiscal 2011 includes 53 weeks, while all other years presented contain 52 weeks. Sales in the 2011 53rd week were $289 million.

ANNUAL MEETING

Dollar General Corporation's annual meeting of shareholders is scheduled for 9:00 a.m. Central Time on Wednesday May 25, 2016, at:

Goodlettsville City Hall Auditorium
105 South Main Street, Goodlettsville, TN 37072

Shareholders of record as of March 17, 2016 are entitled to vote at the meeting.

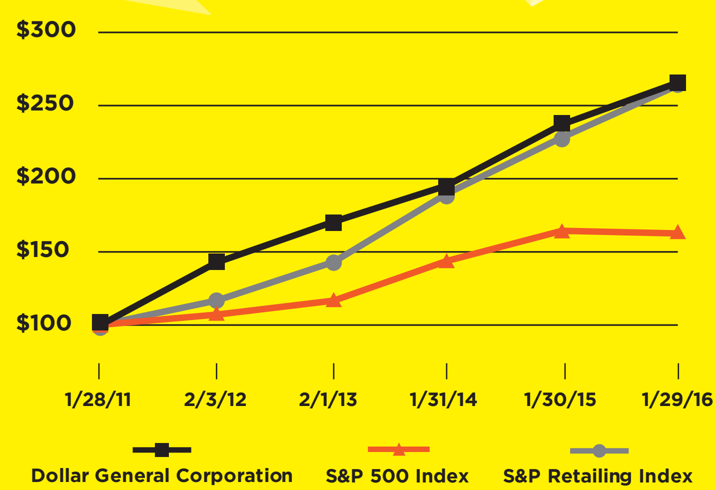
NYSE: DG

The common stock of Dollar General Corporation is traded on the New York Stock Exchange under the trading symbol "DG." The number of shareholders of record as of March 17, 2016 was 1,879.

STOCK PERFORMANCE GRAPH

The graph below shows a comparison of Dollar General's cumulative total shareholder return on common stock with the cumulative total returns of the S&P 500 index and the S&P Retailing index. The graph tracks the performance of a $100 investment in Dollar General common stock and in each index (with the reinvestment of all dividends) from January 28, 2011 to January 29, 2016.

COMPARISON OF CUMULATIVE TOTAL RETURN



	1/28/11	2/3/12	2/1/13	1/31/14	1/30/15	1/29/16
Dollar General	$100	$147.68	$162.96	$198.31	$236.13	$266.71
S&P 500 Index	$100	$104.22	$121.71	$147.89	$168.93	$167.81
S&P Retailing Index	$100	$115.66	$149.35	$189.57	$227.53	$266.59

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

DOLLAR GENERAL®

Save time. Save money. **Every day!**®

100 Mission Ridge
Goodlettsville, Tennessee 37072

(615) 855-4000
www.dollargeneral.com