

DOLLAR GENERAL CORP
Form SC 13G/A
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Dollar General Corporation
(Name of Issuer)

Common Stock, par value \$0.875 per share
(Title of Class of Securities)

256677 105
(CUSIP Number)

December 31, 2012
(Date of Event which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 256677 105

1. Name of Reporting Person

KKR Fund Holdings L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

-0-

shares 6. Shared Voting Power

beneficially

owned by

54,145,011*

each 7. Sole Dispositive Power

reporting

person

-0-

8. Shared Dispositive Power

with

54,145,011*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

54,145,011*

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

16.5%*

12. Type of Reporting Person (See Instructions)

PN

* Represents the aggregate number of shares of common stock of Dollar General Corporation held by Buck Holdings, L.P. See Item 4 hereof. The calculation of the foregoing percentage is based on 328,712,549 shares of common stock outstanding as of December 3, 2012 as reported in the Dollar General Corporation Quarterly Report on Form 10-Q for the period ended November 2, 2012, as filed with the Securities and Exchange Commission on December 11, 2012.

CUSIP No. 256677 105

1. Name of Reporting Person

KKR 2006 Fund L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

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Number of

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shares

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CUSIP No. 256677 105

1. Name of Reporting Person

KKR Associates 2006 LP

2. Check the Appropriate Box if a Member of a Group

(a) (b)

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4. Citizenship or Place of Organization

Delaware

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Number of

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CUSIP No. 256677 105

1. Name of Reporting Person

KKR 2006 GP LLC

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

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Number of

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shares

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CUSIP No. 256677 105

1. Name of Reporting Person

KKR Fund Holdings GP Limited

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

-0-

shares 6. Shared Voting Power

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reporting

person

-0-

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CUSIP No. 256677 105

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KKR Group Holdings L.P.

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KKR & Co. L.P.

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KKR Management LLC

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(a) (b)

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CUSIP No. 256677 105

1. Name of Reporting Person

Henry R. Kravis