

DOLLAR GENERAL CORP
 Form 3
 November 12, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 KKR Fund Holdings L.P.
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 11/12/2009

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

C/O KOHLBERG KRAVIS
 ROBERTS & CO. L.P., 9
 WEST 57TH STREET, SUITE
 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|
| Common Stock, par value \$0.875 per share | 116,265,659 | I | Held through Buck Holdings, L.P. and KKR 2006 Fund L.P. (1) (2) (6) (8) (9) |
| Common Stock, par value \$0.875 per share | 24,535,553 | I | Held through Buck Holdings, L.P. and KKR PEI Investments, L.P. (1) (3) (6) (8) (9) |
| Common Stock, par value \$0.875 per share | 4,035,862 | I | Held through Buck Holdings, L.P. and 8 North America Investor L.P. (1) (4) (6) (8) (9) |
| Common Stock, par value \$0.875 per share | 17,262,869 | I | Held through Buck Holdings, L.P. and Buck Holdings Co-Invest, LP (1) (5) (6) (8) (9) |

Common Stock, par value \$0.875 per share 2,699,999

I Held through Buck Holdings,
L.P. and KKR Partners III, L.P.
(1) (7) (8) (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR Associates 2006 LP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR 2006 GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |
| KKR 2006 Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | ^ | ^ X | ^ | ^ |

Signatures

/s/ William J. Janetschek, KKR 2006 Fund L.P. (10) 11/12/2009

**Signature of Reporting Person

Date

/s/ William J. Janetschek, KKR Associates 2006 L.P. (11) 11/12/2009

Edgar Filing: DOLLAR GENERAL CORP - Form 3

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.