

DOLLAR GENERAL CORP  
Form 8-K  
March 15, 2004

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

Current Report

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 15, 2004

Dollar General Corporation

(Exact Name of Registrant as Specified in Charter)

Tennessee

001-11421

61-0502302

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

100 Mission Ridge

Goodlettsville, Tennessee

37072

(Address of Principal Executive Offices)

(Zip Code)

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

**ITEM 7.**

**FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS**

(a)

Financial Statements.

None.

(b)

Pro Forma Financial Information. None.

(c)

Exhibits. See Exhibit Index immediately following the signature page hereto.

**ITEM 9.**

**REGULATION FD DISCLOSURE**

On March 15, 2004, Dollar General Corporation (the Company) issued a news release regarding, among other matters, (1) results of operations and financial condition for the fourth quarter and fiscal year ended January 20, 2004, (2) an agreement in principle with the Securities and Exchange Commission (the SEC) staff to settle the previously disclosed SEC investigation relating to the Company's January 14, 2002 restatement of its 1998 and 1999 financial statements and certain unaudited financial information for fiscal year 2000 and (3) the Company's 2004 outlook. The Company also issued a news release with respect to the resignation of the Company's Chief Financial Officer. The news releases

are attached hereto as Exhibit 99.1 and 99.2, respectively, and incorporated by reference as if fully set forth herein.

**ITEM 12.**

**RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On March 15, 2004, Dollar General Corporation (the Company) issued a news release regarding results of operations and financial condition for the fourth quarter and fiscal year ended January 20, 2004. The news release is attached hereto as Exhibit 99.1 and incorporated by reference as if fully set forth herein.

**SIGNATURE**

Pursuant to the requirements 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.

Date: March 15, 2004

DOLLAR GENERAL CORPORATION

By:

/s/ Susan S. Lanigan

Susan S. Lanigan

Senior Vice President, General Counsel and  
Corporate Secretary

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1

News release dated March 15, 2004 regarding 2004 earnings.

99.2

News release dated March 15, 2004 regarding Chief Financial Officer.