

DOLLAR GENERAL CORP
Form FWP
March 28, 2017

ISSUER FREE WRITING PROSPECTUS

Filed Pursuant to Rule 433

Registration No. 333-216940

DOLLAR GENERAL CORPORATION

PRICING TERM SHEET

March 28, 2017

\$600,000,000 3.875% Senior Notes Due 2027

Issuer:	Dollar General Corporation
Expected Settlement Date:	April 11, 2017 (T+10)*
Current Ratings**:	Baa2 by Moody's Investors Service, Inc. BBB by Standard & Poor's Ratings Services
Final Maturity Date:	April 15, 2027
Principal Amount:	\$600,000,000
Coupon:	3.875%
Interest Payment Dates:	April 15 and October 15, commencing October 15, 2017
Price to Public:	99.926%, plus accrued interest, if any, from April 11, 2017
Benchmark Treasury:	2.250% U.S. Treasury due February 15, 2027
Benchmark Treasury Price and Yield:	98-18; 2.414%
Spread to Benchmark Treasury:	147 basis points
Yield to Maturity:	3.884%
Make-Whole Call:	T+25 basis points (prior to January 15, 2027)
Par Call:	On and after January 15, 2027 at 100%, plus accrued and unpaid interest to the redemption date
Use of Proceeds:	The Company intends to use the net proceeds of this offering to repay all \$500 million outstanding principal amount of its 4.125% Senior Notes due 2017 and for general corporate purposes.

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CUSIP and ISIN:

CUSIP: 256677 AE5

ISIN: US256677AE53

Joint Book-Running Managers:

Citigroup Global Markets Inc.

Goldman, Sachs & Co.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

Senior Co-Managers:

J.P. Morgan Securities LLC

Mizuho Securities USA Inc.

BBVA Securities Inc.

Fifth Third Securities, Inc.

PNC Capital Markets LLC

Regions Securities LLC

BB&T Capital Markets, a division of BB&T Securities, LLC

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Co-Managers:

BNP Paribas Securities Corp.

Capital One Securities, Inc.

KeyBanc Capital Markets Inc.

*Under Rule 15c6-1 promulgated under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the date of pricing or the next six business days will be required, by virtue of the fact that the Notes initially will settle in T+10, to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement.

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Issuer has filed a registration statement (including a prospectus and a prospectus supplement) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling Citigroup Global Markets Inc. at (800) 831-9146; Goldman, Sachs & Co. at (201) 793-5170; Merrill Lynch, Pierce, Fenner & Smith Incorporated at (800) 294-1322; U.S. Bancorp Investments, Inc. at (877) 558-2607; or Wells Fargo Securities, LLC at (800) 326-5897.
