

Goldman Sachs DGC Investors LP
 Form 3
 November 12, 2009

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

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Goldman Sachs DGC Investors LP (Last) (First) (Middle) | | | (Month/Day/Year) 11/12/2009 | DOLLAR GENERAL CORP [DG] | |
| 85 BROAD STREET | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10004 | | | ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below) | | |
| (City) (State) (Zip) | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 | 68,571,395 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

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

SEC 1473 (7-02)

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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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldman Sachs DGC Investors LP 85 BROAD STREET NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GOLDMAN SACHS DGC INVESTORS OFFSHORE HOLDINGS, L.P. 85 BROAD STREET NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GS DGC ADVISORS, L.L.C. 85 BROAD STREET NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GS DGC OFFSHORE ADVISORS, INC. 85 BROAD STREET NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |
| GSUIG, L.L.C. 85 BROAD STREET NEW YORK, NY 10004 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Yvette Kotic, 11/12/2009
Attorney-in-fact

__Signature of Reporting Person Date

/s/ Yvette Kotic, 11/12/2009
Attorney-in-fact

__Signature of Reporting Person Date

/s/ Yvette Kotic, 11/12/2009
Attorney-in-fact

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/s/ Yvette Kotic, 11/12/2009
Attorney-in-fact

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/s/ Yvette Kotic, 11/12/2009
Attorney-in-fact

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), Goldman Sachs DGC Investors, L.P. ("GS DGC"), Goldman

- (1) Sachs DGC Investors Offshore Holdings, L.P. ("GS DGC Offshore", and together with GS Capital, GS Offshore, GS Parallel, GS Germany, and GS DGC, the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities"), GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors")(continued in footnote 2),

- (2) Goldman, Sachs Management GP GmbH ("GS GmbH"), GS DGC Advisors, L.L.C. ("GS DGC Advisors") and GS DGC Offshore Advisors, Inc. ("GS DGC Offshore Advisors", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS DGC Advisors, the Investing Entities, Goldman Sachs and GS Group, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

- (3) Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.

- (4) GS Group and Goldman Sachs may be deemed to beneficially own indirectly 68,571,395 shares of common stock, par value \$0.875 per share (the "Common Stock") of Dollar General Corporation by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to indirectly beneficially own 68,571,395 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes the Investing Entities. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

- (5) GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 25,340,054 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 21,076,965 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 6,968,083 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 900,586 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P.

- (6) GS DGC, and its general partner GS DGC Advisors, may be deemed to beneficially own indirectly 3,824,445 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS DGC Offshore, and its general partner GS DGC Offshore Advisors, may be deemed to beneficially own indirectly 7,604,121 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GSUIG may be deemed to beneficially own indirectly 2,857,141 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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