

DOLLAR TREE INC  
Form 8-K  
June 20, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

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): June 16, 2016

DOLLAR TREE, INC.  
(Exact name of registrant as specified in its charter)

VIRGINIA  
(State or Other Jurisdiction of Incorporation)

0-25464                      26-2018846  
(Commission File Number) (I.R.S. Employer Identification No.)

500 Volvo Parkway  
Chesapeake, VA 23320  
(Address of Principal Executive Offices and Zip Code)

(757) 321-5000  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company's Annual Meeting of Shareholders was held on June 16, 2016. The following items were voted on by shareholders and listed below are the final voting results:

1. The shareholders elected the following individuals to the Board of Directors:

| Director Nominee       | Votes For   | Votes Against | Abstain | Broker Non-Votes |
|------------------------|-------------|---------------|---------|------------------|
| Arnold S. Barron       | 208,346,696 | 1,046,053     | 101,333 | 10,627,105       |
| Gregory M. Bridgeford  | 209,151,974 | 239,529       | 102,579 | 10,627,105       |
| Macon F. Brock, Jr.    | 209,964,211 | 2,429,029     | 100,842 | 10,627,105       |
| Mary Anne Citrino      | 207,170,875 | 2,221,487     | 101,720 | 10,627,105       |
| H. Ray Compton         | 202,141,321 | 7,215,857     | 100,904 | 10,627,105       |
| Conrad M. Hall         | 208,330,080 | 1,062,319     | 101,683 | 10,627,105       |
| Lemuel E. Lewis        | 209,064,592 | 328,310       | 101,180 | 10,627,105       |
| Bob Sasser             | 208,047,580 | 1,344,696     | 101,806 | 10,627,105       |
| Thomas A. Saunders III | 202,198,561 | 7,155,625     | 139,896 | 10,627,105       |
| Thomas E. Whiddon      | 207,307,865 | 2,083,633     | 102,584 | 10,627,105       |
| Carl P. Zeithaml       | 208,340,666 | 1,053,080     | 100,336 | 10,627,105       |

The shareholders approved, on an advisory basis, the compensation of the named executive officers disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and related narrative discussion set forth in the Proxy Statement filed on May 9, 2016.

|                  |             |
|------------------|-------------|
| Votes For        | 204,293,864 |
| Votes Against    | 4,105,014   |
| Abstain          | 1,095,204   |
| Broker Non-Votes | 10,627,105  |

3. The shareholders ratified the appointment, by the Audit Committee, of KPMG LLP as Dollar Tree, Inc.'s Independent Registered Public Accounting firm for 2016.

|               |             |
|---------------|-------------|
| Votes For     | 218,222,604 |
| Votes Against | 1,800,614   |
| Abstain       | 97,969      |

The shareholders approved an amendment to the Omnibus Incentive Plan that was adopted by the Compensation Committee on March 9, 2016 and re-approved the material terms of the performance goals under the Omnibus Incentive Plan.

|                  |             |
|------------------|-------------|
| Votes For        | 199,667,105 |
| Votes Against    | 9,625,188   |
| Abstain          | 201,789     |
| Broker Non-Votes | 10,627,105  |

The information contained in this item, including that incorporated by reference, is being furnished to the Securities and Exchange Commission. Such information shall not be deemed "filed" for purposes of Section 18 of the



Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

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SIGNATURES

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, hereunto duly authorized.

DOLLAR TREE, INC.

Date: June 20, 2016 By: /s/ Kevin S. Wampler  
Kevin S. Wampler  
Chief Financial Officer