

DOLLAR TREE INC  
Form 8-K  
June 20, 2014

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 19, 2014

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

VIRGINIA  
(State or Other Jurisdiction of Incorporation)

0-25464  
(Commission File Number)

26-2018846  
(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 19, 2014. 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 Withheld | Broker Non-Votes |
|------------------------|-------------|----------------|------------------|
| Arnold S. Barron       | 163,038,879 | 1,385,463      | 13,434,424       |
| Macon F. Brock, Jr.    | 162,499,235 | 1,925,107      | 13,434,424       |
| Mary Anne Citrino      | 163,849,718 | 574,624        | 13,434,424       |
| H. Ray Compton         | 156,038,596 | 8,385,746      | 13,434,424       |
| Conrad M. Hall         | 163,043,431 | 1,380,911      | 13,434,424       |
| Lemuel E. Lewis        | 164,080,141 | 344,201        | 13,434,424       |
| J. Douglas Perry       | 162,882,220 | 1,542,122      | 13,434,424       |
| Bob Sasser             | 163,117,290 | 1,307,052      | 13,434,424       |
| Thomas A. Saunders III | 157,195,943 | 7,228,399      | 13,434,424       |
| Thomas E. Whiddon      | 163,049,812 | 1,374,530      | 13,434,424       |
| Carl P. Zeithaml       | 163,040,329 | 1,384,013      | 13,434,424       |

2. 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 12, 2014.

|                  |             |
|------------------|-------------|
| Votes For        | 161,047,677 |
| Votes Against    | 2,708,067   |
| Abstain          | 668,598     |
| Broker Non-Votes | 13,434,424  |

3. The shareholders ratified the appointment, by the Audit Committee, of KPMG LLP as Dollar Tree, Inc.'s Independent Registered Public Accounting firm for 2014.

|               |             |
|---------------|-------------|
| Votes For     | 176,190,570 |
| Votes Against | 1,504,410   |
| Abstain       | 163,786     |

4. The shareholders approved a shareholder proposal to implement a majority vote standard in uncontested director elections.

|                  |            |
|------------------|------------|
| Votes For        | 89,057,675 |
| Votes Against    | 71,258,653 |
| Abstain          | 4,108,014  |
| Broker Non-Votes | 13,434,424 |



Item 7.01. Regulation FD Disclosure.

On June 20, 2014, Dollar Tree, Inc. issued a press release announcing the voting results from the Company's Annual Meeting of Shareholders on June 19, 2014. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by this reference.

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.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release dated June 20, 2014 issued by Dollar Tree, Inc. regarding the voting results from the Company's Annual Meeting of Shareholders

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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, 2014

By: /s/ Kevin S. Wampler  
Kevin S. Wampler  
Chief Financial Officer

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EXHIBITS

Exhibit 99.1 Press Release dated June 20, 2014 issued by Dollar Tree, Inc. regarding the voting results from the Company's Annual Meeting of Shareholders