

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
AMENDMENT NO. 1 TO FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended January 28, 2012

Commission File No.0-25464



DOLLAR TREE, INC.

(Exact name of registrant as specified in its charter)

Virginia	26-2018846
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

500 Volvo Parkway, Chesapeake, VA 23320  
(Address of principal executive offices)

Registrant's telephone number, including area code: (757) 321-5000

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock (par value \$.01 per share)	NASDAQ

Securities Registered Pursuant to Section 12(g) of the Act:

None  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes (X) No ( )

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.  
Yes ( ) No (X)

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  
Yes (X) No ( )

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes (X) No ( )

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ( )

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer (X)      Accelerated filer ( )  
Non-accelerated filer ( )      Smaller reporting company ( )

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes ( ) No (X)

The aggregate market value of Common Stock held by non-affiliates of the Registrant on July 29, 2011, was \$7,748,097,313, based on a \$65.55 average of the high and low sales prices for the Common Stock on such date. For purposes of this computation, all executive officers and directors have been deemed to be affiliates. Such determination should not be deemed to be an admission that such executive officers and directors are, in fact, affiliates of the Registrant.

On March 7, 2012, there were 115,652,758 shares of the Registrant’s Common Stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

The information regarding securities authorized for issuance under equity compensation plans called for in Item 5 of Part II and the information called for in Items 10, 11, 12, 13 and 14 of Part III are incorporated by reference to the definitive Proxy Statement for the Annual Meeting of Stockholders of the Company to be held June 14, 2012, which will be filed with the Securities and Exchange Commission not later than May 25, 2012.

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#### Explanatory Note

This Amendment No. 1 to the Annual Report on Form 10-K of Dollar Tree, Inc. (the “Company”) amends the Company’s Annual Report on Form 10-K for the year ended January 28, 2012, (the “Original Filing”) which was filed with the Securities and Exchange Commission on March 15, 2012. The Company is filing this Amendment No. 1 solely to provide Exhibit 101 that was not included in the Original Filing. Exhibit 101 includes information about the Company in Extensible Business Report Language (XBRL).

The Company is filing Exhibit 101 in accordance with the temporary hardship exemption provided by Rule 201 of Regulation S-T, which extended the date by which the interactive data file is required to be submitted by six business days.

Except as described above, this Amendment No. 1 does not amend any other information set forth in the Original Filing, and the Company has not updated disclosures included therein to reflect any events that occurred subsequent to March 15, 2012.

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**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-**

1. Documents filed as part of this report:

1. Financial Statements. Reference is made to the Index to the Consolidated Financial Statements set forth under Part II, Item 8, on Page 29 of Form 10-K filed on March 15, 2012.
2. Financial Statement Schedules. All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions, are not applicable, or the information is included in the Consolidated Financial Statements as filed on Form 10-K on March 15, 2012, and therefore have been omitted .
3. Exhibits. The following exhibits, are filed as part of, or incorporated by reference into, this report.

2. Plan of Reorganization

- 2.1 Agreement and Plan of Merger among Dollar Tree Stores, Inc., Dollar Tree, Inc. and Dollar Tree Merger Sub, Inc., dated February 27, 2008 (Exhibit 2.1 to the Company's February 27, 2008 Current Report on Form 8-K, incorporated herein by this reference).

3. Articles and Bylaws

- 3.1 Articles of Incorporation of Dollar Tree, Inc. (as amended, effective June 17, 2010) (Exhibit 3.1 to the Company's June 17, 2010 Current Report on Form 8-K, incorporated herein by this reference).
- 3.2 Bylaws of Dollar Tree, Inc., as amended (Exhibit 3.1 to the Company's October 6, 2011 Current Report on Form 8-K, incorporated herein by this reference).

4. Instruments Defining the Rights of Security Holders

- 4.1 Form of Common Stock Certificate (Exhibit 4.1 to the Company's March 13, 2008 Current Report on Form 8-K, incorporated herein by this reference).

10. Material Contracts

- 10.1 \$550.0 million unsecured Credit Agreement, dated February 20, 2008 (Exhibit 10.1 to the Company's February 15, 2008 Current Report on Form 8-K, incorporated herein by this reference).
- 10.2.1 Stock Incentive Plan (SIP) (Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1995, incorporated herein by this reference).\*
- 10.2.2 First Amendment to the SIP (Exhibit 10.3 to the Annual Report on Form 10-K for the fiscal year ended December 31, 1996, incorporated herein by this reference).\*
- 10.2.3 Second Amendment to the SIP (Exhibit 10.5 to the Annual Report on Form 10-K for the fiscal year ended December 31, 1997, incorporated herein by this reference).\*
- 10.2.4 Third Amendment to the SIP (Appendix to the Definitive Proxy Statement, filed April 19, 2000, incorporated herein by this reference).\*
- 10.2.5 Fourth Amendment to the Company's SIP (Exhibit 10.4 to the Company's January 16, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.2.6 Fifth Amendment to the SIP (Exhibit 10.4 to the Company's February 27, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*

\* Management contract or compensatory plan or arrangement

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- 10.2.7 Sixth Amendment to the SIP ((Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008, incorporated herein by this reference).\*
- 10.3.1 The Company's 2005 Employee Stock Purchase Plan (ESPP) (Appendix A to the Company's 2005 Definitive Proxy Statement on Schedule 14-A, initially filed with the Commission on May 9, 2005, which is incorporated herein by this reference).\*
- 10.3.2 Amendment to the ESPP (Exhibit 10.1 to the Company's February 27, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.4.1 The Company's 2003 Equity Incentive Plan (as amended) (EIP) (Exhibit A to the Definitive Proxy Statement filed on April 29, 2004, incorporated herein by this reference).\*
- 10.4.2 Second Amendment to the Company's EIP (Exhibit 10.2 to the Company's January 16, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.4.3 Third Amendment to the EIP (Exhibit 10.3 to the Company's February 27, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.5.1 The Company's 2004 Executive Officer Equity Plan (EOEP) (Exhibit B to the Definitive Proxy Statement filed on April 29, 2004, incorporated herein by this reference).\*
- 10.5.2 Second Amendment to the Company's EOEP (Exhibit 10.1 to the Company's January 16, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.5.3 Third Amendment to the Company's EOEP (Exhibit 10.2 to the Company's February 27, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.5.4 Fourth Amendment to the Company's EOEP (Exhibit 10.2 to the Company's June 19, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.6 Form of Standard Restricted Stock Unit Award Agreement for use under the Company's EIP and the Company's EOEP (Exhibit 10.2 to the Company's February 15, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.7 Form of Standard Stock Option Agreement for use under the Company's 2003 EIP and the Company's EOEP (Exhibit 10.2 to the Company's February 15, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.8 Form of Standard Restricted Stock Unit Award Agreement for use under the Company's EIP and EOEP (Exhibit 10.1 to the Company's March 24, 2005 Current Report on Form 8-K incorporated herein by this reference).\*
- 10.9 Form of Standard Restricted Stock Unit Award Agreement for use under the Company's EIP and EOEP (Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended October 30, 2004, incorporated herein by this reference).\*
- 10.10 Form of Standard Option Award Agreement for use under the Company's EIP and EOEP (Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended October 30, 2004, incorporated herein by this reference).\*
- 10.11 Form of the Company's Named Executive Officer Option Agreement (Exhibit 10.1 to the Company's January 30, 2009 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.12 Form of the Company's Named Executive Officer Restricted Stock Unit Agreement (Exhibit 10.2 to the Company's January 30, 2009 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.13.1 The Company's 2004 Executive Officer Cash Bonus Plan (Exhibit C to the Definitive Proxy Statement filed on April 29, 2004, incorporated herein by this reference).\*

\* Management contract or compensatory plan or arrangement

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- 10.13.2 Third Amendment to the 2004 Executive Officer Cash Bonus Plan (Exhibit 10.3 to the Company's June 19, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.14.1 2003 Non-Employee Director Stock Option Plan (Exhibit C to the Definitive Proxy Statement, filed April 30, 2003, incorporated herein by this reference).\*
- 10.14.2 Second Amendment to the 2003 Non-Employee Director Stock Option Plan (Exhibit 10.7 to the Company's February 27, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.14.3 Third Amendment to the Company's 2003 Non-Employee Director Stock Option Plan (Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008, incorporated herein by this reference).\*
- 10.15.1 2003 Director Deferred Compensation Plan (Exhibit D to the Definitive Proxy Statement, filed April 30, 2003, incorporated herein by this reference).\*
- 10.15.2 Second Amendment to the Company's 2003 Director Deferred Compensation Plan (Exhibit 10.3 to the Company's January 16, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.15.3 Third Amendment to the 2003 Director Deferred Compensation Plan (Exhibit 10.6 to the Company's February 27, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.16 Non-Qualified Deferred Compensation Plan (Exhibit 10.5 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, incorporated herein by this reference).\*
- 10.17 Amendments to the Company's Stock Plans (Exhibit 10.5 to the Company's January 16, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.18 Amendments to the Assumed Incentive Plans (Exhibit 10.1 to the Company's June 19, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.19 Assignment and Assumption Agreement (Exhibit 10.5 to the Company's February 27, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.20 Change in Control Retention Agreements (Exhibit 10.1 to the Company's March 14, 2007 Report on Form 8-K, incorporated herein by this reference).\*
- 10.21 Change in Control Retention Agreement between the Company and Kevin Wampler, Chief Financial Officer (Exhibit 10.1 to the Company's December 2, 2008 Report on Form 8-K, incorporated herein by this reference).\*
- 10.21.1 Amendment to Change in Control Retention Agreement between the Company and Kevin Wampler, Chief Financial Officer (Exhibit 10.1 to the Company's October 6, 2011 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.22 Amended and Restated Severance Agreement between the Company and Robert H. Rudman dated March 29, 2007 (Exhibit 10.6 to the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2007, incorporated herein by this reference).\*
- 10.23 Form of consulting agreement between the Company and certain members of the Board of Directors (Exhibit 10.1 to the Company's February 3, 2005 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.24 New policy for director compensation (as described in Item 1.01 of the Company's January 16, 2008 Current Report on Form 8-K, incorporated herein by this reference).\*

\* Management contract or compensatory plan or arrangement

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- 10.25 Post-Retirement Benefit Agreement Between the Company and H. Ray Compton dated June 21, 2007 (Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 4, 2007, incorporated herein by this reference).\*
- 10.26 Store Lease with Suburban Management and Related Renewals (Exhibit 10.1 to the Company's May 3, 2008 Quarterly Report on Form 10-Q, incorporated herein by this reference).
- 10.27 Store Lease with DMK Associates and Related Renewals (Exhibit 10.2 to the company's May 3, 2008 Quarterly Report on Form 10-Q, incorporated herein by this reference).
- 10.28 Store Lease with DMK Associates and Related Renewals (Exhibit 10.3 to the Company's May 3, 2008 Quarterly Report on Form 10-Q, incorporated herein by this reference).
- 10.29 Description of Management Incentive Compensation Plan (Exhibit 10.29 to the Company's January 30, 2010 Annual Report on Form 10-K/A, incorporated herein by this reference).\*
- 10.30 Purchase Agreement dated October 10, 2010 (Exhibit 10.1 to the Company's October 12, 2010 Current Report on Form 8-K, incorporated herein by this reference).
- 10.31 Description of Dollar Tree, Inc. Management Incentive Compensation Plan (Exhibit 10.1 to the Company's April 30, 2011 Quarterly Report on Form 10-Q, incorporated herein by reference).\*
- 10.32 2011 Omnibus Incentive Plan (Exhibit 10.1 to the Company's June 16, 2011 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.33 Form of Long-Term Performance Plan Award Agreement (Exhibit 10.2 to the Company June 16, 2011 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.34 Form of Restricted Stock Unit Agreement (Exhibit 10.3 to the Company's June 16, 2011 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.35 Form of Non-employee Director Option Agreement (Exhibit 10.4 to the company June 16, 2011 Current Report on Form 8-K, incorporated herein by this reference).\*
- 10.36 Accelerated Share Repurchase Program Collared Master Confirmation dated August 24, 2011 (Exhibit 10.6 to the Company's October 29, 2011 Quarterly Report on Form 10-Q, incorporated herein by this reference).
- 10.37 Accelerated Share Repurchase Program Supplemental Confirmation dated August 24, 2011 (Exhibit 10.7 to the Company's October 29, 2011 Quarterly Report on Form 10-Q, incorporated herein by this reference).
- 10.38<sup>(1)</sup> Accelerated Share Repurchase Program Collared Master Confirmation dated November 21, 2011 (portions of the exhibit have been omitted pursuant to a request for confidential treatment).
- 10.39<sup>(1)</sup> Accelerated Share Repurchase Program Supplemental Confirmation dated November 21, 2011 (portions of the exhibit have been omitted pursuant to a request for confidential treatment).

\* Management contract or compensatory plan or arrangement

<sup>(1)</sup> Filed with our Form 10-K on March 15, 2012

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- 21. Subsidiaries of the Registrant
- 21.1<sup>(1)</sup> Subsidiaries
- 23. Consents of Experts and Counsel
- 23.1<sup>(1)</sup> Consent of Independent Registered Public Accounting Firm
- 31. Certifications required under Section 302 of the Sarbanes-Oxley Act
- 31.1<sup>(1)</sup> Certification required under Section 302 of the Sarbanes-Oxley Act of Chief Executive Officer
- 31.2<sup>(1)</sup> Certification required under Section 302 of the Sarbanes-Oxley Act of Chief Financial Officer
- 32. Statements under Section 906 of the Sarbanes-Oxley Act
- 32.1<sup>(1)</sup> Statement under Section 906 of the Sarbanes-Oxley Act of Chief Executive Officer
- 32.2<sup>(1)</sup> Statement under Section 906 of the Sarbanes-Oxley Act of Chief Financial Officer
- 101.0 Interactive Data Files
- 101.INS<sup>(2)</sup> XBRL Instance Document
- 101.SCH<sup>(2)</sup> XBRL Taxonomy Schema Document
- 101.CAL<sup>(2)</sup> XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF<sup>(2)</sup> XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB<sup>(2)</sup> XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE<sup>(2)</sup> XBRL Taxonomy Extension Presentation Linkbase Document

<sup>(1)</sup> Filed with our Form 10-K on March 15, 2012

<sup>(2)</sup> Furnished with this Amendment No. 1 to Form 10-K

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

DOLLAR TREE, INC.

DATE: March 22, 2012

By: /s/ Kevin S. Wampler  
Kevin S. Wampler  
Chief Financial Officer (principal  
financial and accounting officer)