



DOLLAR TREE, INC.
500 Volvo Parkway
Chesapeake, Virginia 23320

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
to be held on
Thursday, June 15, 2017

To Our Shareholders:

We will hold the annual meeting of shareholders of Dollar Tree, Inc. at The Founders Inn, 5641 Indian River Road, Virginia Beach, Virginia 23464 on Thursday, June 15, 2017 at 8:00 a.m. local time, for the following purposes:

- To elect eleven director nominees to the Company's Board of Directors as identified in the attached proxy statement, each to serve as a director for a one-year term;
- To approve, by a non-binding advisory vote, the compensation of the Company's named executive officers;
- To recommend, by a non-binding advisory vote, the frequency of future advisory votes on executive compensation;
- To ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2017;
- To act upon any other business that may properly come before the meeting.

Shareholders of record at the close of business on April 13, 2017 will receive notice of and be allowed to vote at the meeting.

We are pleased to announce that we have elected to distribute our proxy materials primarily over the Internet rather than mailing paper copies of those materials to each shareholder. We believe this will increase shareholder value by decreasing our printing and distribution costs, reduce the potential for environmental impact by conserving natural resources, and allow for convenient access to and delivery of materials in an easily searchable format. If you would prefer to receive paper copies of our proxy materials, please follow the instructions included in the Notice of Internet Availability that was mailed to our shareholders on or about May 5, 2017.

Your vote is important to us. We encourage you to read the proxy statement and then vote by Internet, by phone or sign, date and return your proxy card (if you request a paper copy) at your earliest convenience. Sending in your proxy card will not prevent you from voting your shares at the meeting, if you desire to do so.

By Order of the Board of Directors

WILLIAM A. OLD, JR.
Corporate Secretary
Chesapeake, Virginia
May 5, 2017

IMPORTANT NOTICE ABOUT THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 15, 2017

The Company's proxy statement and annual report to shareholders for the fiscal year ended January 28, 2017 are available at <http://www.dollartreeinfo.com/investors/financial/annuals/>

TABLE OF CONTENTS

	Page
Information about the Annual Meeting and Voting	1
Proposal No. 1: Election of Directors	5
Information Concerning Nominees, Directors and Executive Officers	6
How Nominees to Our Board Are Selected	14
Shareholder Nominations for Election of Directors	15
Information about the Board of Directors	16
Director Compensation	16
Meetings of the Board of Directors	19
Committees of the Board of Directors	19
Audit Committee	19
Report of the Audit Committee	20
Compensation Committee	20
Nominating and Corporate Governance Committee	21
Corporate Governance and Director Independence	22
Independence	22
Corporate Governance Guidelines	22
Board Leadership Structure	22
Majority Vote Standard for the Election of Directors	23
Board’s Role in Risk Oversight	23
Code of Ethics	23
Charters of Our Board Committees	23
Communicating with Our Board Members	24
Director Nominations and Shareholder Proposals for the 2018 Annual Meeting	24
Compensation of Executive Officers	25
Compensation Committee Report	25
Compensation Committee Interlocks and Insider Participation	25
Compensation Discussion and Analysis	26
Annual Compensation of Executive Officers	41
Summary Compensation Table	41
Grants of Plan-Based Awards	44
Outstanding Equity Awards at Fiscal Year-End	46
Option Exercises and Stock Vested	49
Non-Qualified Deferred Compensation	49
Potential Payments upon Termination or Change of Control	50
Certain Relationships and Related Transactions	55
Ownership of Common Stock	55
Section 16(a) Beneficial Ownership Reporting Compliance	58
Equity Compensation Plan Information	58
Proposal No. 2: Advisory Vote on Executive Compensation Program	59
Proposal No. 3: Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation	61
Proposal No. 4: Ratification of Appointment of KPMG LLP as Independent Registered Accounting Firm	61
Other Matters	63
Copies of Form 10-K Available	63

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Dollar Tree's Board of Directors is soliciting your proxy to vote your shares at the annual meeting of shareholders. This proxy statement summarizes the information you need to know to vote at the meeting.

We are providing access to our proxy materials primarily over the Internet rather than mailing paper copies of those materials to each shareholder. On or about May 5, 2017, we mailed a Notice of Internet Availability to all shareholders entitled to vote at the annual meeting. The Notice tells you how to:

- View our proxy materials for the annual meeting, including this proxy statement and the Dollar Tree 2016 Annual Report, on the Internet and vote; and
- Instruct us to send proxy materials to you by mail or email.

The principal executive offices of Dollar Tree are located at, and our mailing address is, 500 Volvo Parkway, Chesapeake, Virginia, 23320; telephone: (757) 321-5000.

When and where is the annual meeting?

As shown in the Notice of Annual Meeting, the 2017 Annual Meeting of Shareholders of Dollar Tree, Inc. will be held on Thursday, June 15, 2017, at The Founders Inn, 5641 Indian River Road, Virginia Beach, Virginia 23464 at 8:00 a.m. local time.

Who is entitled to vote at the meeting?

You are entitled to vote if you were a shareholder of record of our common stock as of the close of business on April 13, 2017. Holders of record have one vote for each share held at the close of business on the record date. At that time, there were 236,561,361 shares of Dollar Tree, Inc. common stock outstanding. Votes will be tabulated by our transfer agent, Computershare.

What is the difference between a shareholder of record and a beneficial owner of shares held in "street name?"

If your shares are registered directly in your name with the Company's transfer agent, Computershare, you are a shareholder of record. If your shares are held in an account at a brokerage firm, bank, or similar institution, then you are the beneficial owner of shares held in "street name." The institution holding your account is considered the shareholder of record for purposes of voting at the annual meeting. As the beneficial owner, you have the right to instruct the institution on how to vote the shares held in your account.




How can I cast my vote?

Shareholder of Record

If you are a shareholder of record, you may vote in person at the annual meeting, by mail (if you request a paper copy of our proxy materials) or over the telephone or the Internet.

- To vote in person, we will give you a ballot to vote your shares when you arrive at the meeting.
- To vote using the proxy card (if you request a paper copy), simply complete, sign, date and return it promptly in the envelope provided.
- To vote by Internet, go to www.investorvote.com/DLTR and follow the steps outlined on the secured website.

- To vote by telephone, dial toll free, 1-800-652-VOTE (8683) within the USA, US territories and Canada any time on a touch tone telephone. Follow the instructions provided by the recorded message.
- If you vote your shares more than one time by any method, your shares will be voted in accordance with the vote that is received on the latest date.

<p>Internet</p>  <p>www.investorvote.com/DLTR Vote 24/7</p>	<p>Telephone</p>  <p>1-800-652-VOTE (8683)</p>	<p>Mail</p>  <p>Cast your ballot, sign your proxy card and send by pre-paid mail</p>
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Visit www.investorvote.com/DLTR
You will need the 15 digit number included in your proxy card or notice.

Call 1-800-652-VOTE (8683) or the number on your voter instruction form.
You will need the 15 digit number included in your proxy card or notice.

Send your completed and signed proxy card to the address on your proxy card.

Beneficial Owner

- To vote by mail, simply complete, sign, date and return the voter instruction form promptly in the envelope provided.
- To vote by Internet, go to www.proxyvote.com and follow the steps outlined on the secured website.
- To vote by telephone, dial toll free, 1-800-454-VOTE (8683) (please note that beneficial shareholders may receive a different number based on their broker).
- If you vote your shares more than one time by any method, your shares will be voted in accordance with the vote that is received on the latest date.

<p>Internet</p>  <p>www.proxyvote.com Vote 24/7</p>	<p>Telephone</p>  <p>1-800-454-VOTE (8683)</p>	<p>Mail</p>  <p>Cast your ballot, sign your voter instruction form and send by pre-paid mail</p>
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Visit www.proxyvote.com
You will need the control number included in your voter instruction form or notice.

Call 1-800-454-VOTE (8683) or the number on your voter instruction form.
You will need the control number included in your voter instruction form or notice.

Send your completed and signed voter instruction form to the address on your voter instruction form.

Shareholders who own their shares in street name are not able to vote at the annual meeting unless they have a proxy executed in their favor from the holder of record of their shares.

What are the Board's voting recommendations?



PLEASE VOTE

**BOARD
RECOMMENDATION**

1	The eleven director nominees for the Board of Directors	For Each Nominee
2	Approval, on an advisory basis, of the compensation of our Named Executive Officers	For
3	Recommend, on an advisory basis, the frequency of "EVERY YEAR" for future advisory votes on executive compensation	For
4	Ratification of the selection of KPMG LLP as our independent registered accounting firm for the fiscal year 2017	For

Can I change my voting instructions before the meeting?

You may revoke your proxy by sending in a signed proxy card with a later date, providing subsequent telephone or Internet voting instructions, providing a written notice of revocation to the Corporate Secretary of Dollar Tree, Inc. at the address on page 1 prior to the annual meeting or attending the annual meeting to cast your vote in person.

What constitutes a quorum?

A quorum is necessary for the transaction of business at the annual meeting. A quorum exists when holders of a majority of the total number of issued and outstanding shares of common stock that are entitled to vote at the annual meeting are present in person or by proxy.

Who will count the votes?

A representative of Computershare, our transfer agent, will act as the Inspector of Election, determine the presence of a quorum and tabulate the votes.

What is the effect of abstentions and broker non-votes?

The inspector will treat valid proxies marked "abstain" or proxies required to be treated as broker "non-votes" as present for purposes of determining whether there is a quorum at the annual meeting. A broker "non-vote" occurs when you fail to provide your broker with voting instructions on a particular proposal and the broker does not have discretionary authority to vote your shares on that particular proposal because the proposal is not a "routine" matter under the applicable rules. Abstentions and broker "non-votes" with respect to the matters to be voted on at the 2017 annual meeting will have no effect on the outcome.

Unless your broker receives appropriate instructions from you, your broker may not use discretionary authority to vote your shares on any of the matters to be considered at the 2017 annual meeting of shareholders other than the ratification of our independent registered public accounting firm. Therefore, we strongly urge you to vote your shares.

If I share an address with another shareholder and we receive only one paper copy of proxy materials, how can I obtain an additional copy of proxy materials?

In some cases, we may deliver only one proxy statement to multiple shareholders sharing an address unless we have received contrary instructions from one or more of the shareholders. Upon written or oral request, we will deliver a separate copy of the proxy statement to a shareholder at a shared address to which a single copy of the proxy statement was delivered. You can notify our Corporate Secretary at our address on page 1 that you wish to receive a separate copy of the proxy statement in the future, or alternatively, that you wish to receive a single copy of the materials instead of multiple copies. Each shareholder will receive voting instructions relative to their individual holdings, regardless of a shared address.

How can I obtain an additional proxy card?

If you lose, misplace or otherwise need to obtain a proxy card and you are a shareholder of record, you should contact Computershare at 1-800-622-6757 (US, Canada, Puerto Rico) or 781-575-4735 (non-US).

If you hold your shares of common stock in “street name” and therefore are not a shareholder of record, contact your account representative at the broker, bank or similar institution through which you hold your shares.

Where and when will I be able to find the voting results?

You can find the official voting results on our Form 8-K within four business days after the annual meeting.

Who pays for the costs of the proxy solicitations?

The cost of soliciting proxies will be borne by us. Proxies may be solicited by officers, directors and regular employees of our company or our affiliates, none of whom will receive any additional compensation for their services. Such solicitations may be made personally, or by mail, facsimile, telephone, telegram or messenger. We will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy material and annual reports to the beneficial owners of shares in accordance with the schedule of charges approved by the National Association of Securities Dealers, Inc. We have retained Georgeson Inc. to assist with the solicitation of proxies for a fee not to exceed \$20,000, plus reimbursement for out-of-pocket expenses.

PROPOSAL NO. 1-ELECTION OF DIRECTORS

Directors and Nominees

At the 2017 annual meeting of shareholders, the terms of all directors are expiring: Arnold S. Barron, Macon F. Brock, Jr., Gregory M. Bridgeford, Mary Anne Citrino, H. Ray Compton, Conrad M. Hall, Lemuel E. Lewis, Bob Sasser, Thomas A. Saunders III, Thomas E. Whiddon and Carl P. Zeithaml. All current directors have been re-nominated for appointment as directors to serve for a one-year term. All nominees have indicated their willingness to serve as directors. If a nominee becomes unable to stand for re-election, the persons named in the proxy will vote for any substitute nominee proposed by the Board of Directors.

On January 15, 2015, the Board of Directors adopted and approved amendments to the Company's by-laws to implement a majority voting standard in uncontested director elections. Consequently, a director nominee will be elected by a majority of votes cast in uncontested director elections. In contested elections, the plurality voting standard continues to apply.

In addition, we have a corporate governance policy requiring each director-nominee to submit a resignation letter contingent in part on his or her failure to receive a majority of the votes cast. See page 23 for more on this policy.

Vote Required

Our directors are elected by a "majority" vote in uncontested elections such as this election. Each director nominee shall be elected by a vote of the majority of the votes cast with respect to the director nominee. Abstentions and shares held by brokers that are not voted in the election of directors will have no effect.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR"
EACH OF THE NOMINEES FOR DIRECTOR.**

INFORMATION CONCERNING NOMINEES, DIRECTORS AND EXECUTIVE OFFICERS

NOMINEES

ARNOLD S. BARRON

Private Investor; corporate director

Chairman of the Compensation Committee

Mr. Barron, age 69, was the Senior Executive Vice President, Group President of The TJX Companies, Inc. from 2004 until his retirement in January 2009. His employment with The TJX Companies began in 1979. He held the positions of Executive Vice President, Chief Operating Officer, The Marmaxx Group (2000-2004), Senior Vice President, Group Executive, TJX (1996-2000), Senior Vice President, General Merchandising Manager, T.J. Maxx (1993-1996). From 1979 to 1993, he held several other executive positions within The TJX Companies, Inc.

With more than thirty years of experience in senior management, operations and retail merchandising in the U.S., Canada and Europe, Mr. Barron brings a tremendous combination of skills and experience spanning areas key to our business.

Mr. Barron became a director of Dollar Tree in March 2008. He previously served on the Board of rue21, inc. from 2009 through 2013.

GREGORY M. BRIDGEFORD

Private investor; corporate director

Member of the Compensation Committee

Mr. Bridgeford, age 62, served as the Chief Customer Officer of Lowe's Companies, Inc. from 2012 to 2014 until his retirement. His employment with Lowe's began in 1982 where he held various senior level positions, including Executive Vice President of Business Development (2004-2012), Senior Vice President of Business Development (1999-2004), Senior Vice President of Marketing (1998-1999), Senior Vice President and General Merchandising Manager (1994-1998), Vice President of Merchandising (1989-1994), Vice President of Corporate Development (1986 - 1989), and Director of Corporate Development (1982-1986).

Mr. Bridgeford brings to our Board more than thirty years of experience in the areas of customer experience, merchandising, marketing, advertising and communications, strategic planning and business process improvement.

Mr. Bridgeford became a director of Dollar Tree in May 2016.

MACON F. BROCK, JR.
Non-Executive Chairman
Dollar Tree, Inc.

Mr. Brock, age 75, has been Chairman of the Board since 2001 and a director since 1986. He served as the Chief Executive Officer from 1993 to 2003. From 1986, when he co-founded Dollar Tree, until 2001, he served as President. Until 1991, he was an officer and director of K&K Toys, Inc. Mr. Brock earned his B.A. from Randolph-Macon College and served as a Captain in the U.S. Marine Corps. He is a past Chairman of Randolph-Macon College.

As the company's co-founder, Chairman of the Board and former Chief Executive Officer, Mr. Brock brings to our Board an intimate knowledge of our business coupled with experience in strategic business development, store operations, logistics, procurement, risk management, sales, marketing and other matters. His service on the Board also ensures that the Company's unique culture and historical commitment to the core values of its customers is preserved.

Mr. Brock has served on our Board since 1986. He previously served on the Board of Lumber Liquidators, Inc. from 2007 to 2016. He served on the Board of rue21, inc. from 2010 through 2013 and he served on the Board of Landmark Communications from 2004 through 2009.

MARY ANNE CITRINO
Senior Advisor,
Corporate Advisory Services
The Blackstone Group

Member of the Audit
Committee; Member of the
Nominating and Corporate
Governance Committee

Ms. Citrino, age 58, has been a Senior Advisor at The Blackstone Group, a global investment firm, since 2015. She served as a Senior Managing Director at Blackstone since 2004. Previously, Ms. Citrino was employed at Morgan Stanley for over twenty years. During her years there, she served as the Global Head of Consumer Products Investment Banking, Co-Head of Health Care Services Investment Banking, and a Mergers and Acquisitions Analyst.

With more than thirty years of experience in investment banking, extensive experience in mergers and acquisitions, together with her competence in critical financial analysis and successful record in a variety of business dealings, Ms. Citrino brings essential skills and a unique perspective to the Board.

Ms. Citrino was appointed as a director of Dollar Tree in 2005. She serves on the Boards of Hewlett Packard, Inc., Royal Ahold Delhaize and Alcoa Corporation. She previously served on the Board of Health Net, Inc. from 2009 to 2016.

H. RAY COMPTON

Private investor; corporate director

Member of the Nominating and Corporate Governance Committee

Mr. Compton, age 74, has been a director since 1986. Mr. Compton was Executive Vice President from 1998 to 2002 and Chief Financial Officer from 1986 to 1998. He retired as a full-time employee in 2002 and became fully retired in 2004. From 1979 until 1991, he was employed in similar roles with K&K Toys, Inc. Prior to 1979, he was associated for fifteen years with a manufacturing company in various accounting and management positions.

Having served as a director for thirty-one years and a former Chief Financial Officer, Mr. Compton brings to the Board a deep understanding of the company's history and unique business model. In addition, Mr. Compton's extensive experience in management, finance and accounting, coupled with his past service as Chairman of the Audit Committee for Hibbett Sports, Inc., is a vital asset to our Board.

Mr. Compton has been a director of Dollar Tree since 1986. He previously served on the Board of Hibbett Sports, Inc. from 1997 to 2005.

CONRAD M. HALL

Private investor; corporate director

Member of the Audit Committee; Member of the Compensation Committee

Mr. Hall, age 73, served as the President and Chief Executive Officer of Dominion Enterprises, a leading media and marketing information services company from 2006 until his retirement in January 2009. Prior to 2006, he served as the President and Chief Executive Officer of Trader Publishing Company since April 1991. From 1989 to 1991, he served as the President of Landmark Target Media, Inc. Mr. Hall joined Landmark Communications, Inc. in 1970 where he held various senior positions, including Executive Vice President and Chief Financial Officer from 1985 to 1989. He also served as the Vice President of The Virginian-Pilot and The Ledger-Star division of Landmark from 1977 to 1981.

Mr. Hall's experience as a former Chief Executive Officer and his demonstrated success in new business development is of immense value to the Board, especially as we continue to evaluate growth opportunities. He also brings to the Board more than thirty years of operational expertise, extensive experience in information technology, strategic planning, human resources, and a solid financial background.

Mr. Hall became a director of Dollar Tree in January 2010. He previously served as a director for Dominion Enterprises and Landmark Communications, Inc. from 2006 through 2009. He also served on the Board of Trader Publishing Company from 1991 through 2006.

LEMUEL E. LEWIS

Private investor; corporate director

Member of the Audit Committee

Mr. Lewis, age 70, is President of LocalWeather.com, a web-based privately-held media company he founded in 2008. He served as the Executive Vice President and Chief Financial Officer of Landmark Communications, Inc. from 2000 until his retirement in 2006. From 1981 to 2000, he held several other senior positions with Landmark Communications.

Mr. Lewis brings to the Board many years of experience in accounting, finance, human resources, mergers and acquisitions, and business unit operations. The Board also benefits from his valuable financial experience as a former Chief Financial Officer and his service on other Boards, including the Audit Committee Chairman of Markel Corporation and Audit Committee Chairman of Owens & Minor. In addition, our Board has determined that Mr. Lewis qualifies as an Audit Committee financial expert.

Mr. Lewis became a director of Dollar Tree in July 2007. He also serves on the Boards of Markel Corporation and Owens & Minor Inc. He served as Chairman of the Board for the Federal Reserve Bank of Richmond from 2008 through 2010 and was the Chairman of its Audit Committee from 2005 to 2008. He previously served on the Board of Landmark Communications from 2006 through 2008.

BOB SASSER

Chief Executive Officer
Dollar Tree, Inc.

Mr. Sasser, age 65, has been Chief Executive Officer since 2004 and previously served as the President and Chief Executive Officer from 2004 to 2013. He was Dollar Tree's President and Chief Operating Officer from 2001 to 2003 and Chief Operating Officer from 1999 to 2000. Previously, from 1997 to 1999, he served as Senior Vice President, Merchandise and Marketing of Roses Stores, Inc. From 1994 to 1996, he was Vice President, General Merchandise Manager for Michaels Stores, Inc. Prior to 1994, he held several positions at Roses Stores, Inc., ranging from Store Manager to Vice President, General Merchandise Manager.

Mr. Sasser's demonstration of outstanding leadership skills, business acumen, commitment to excellence, and his major contributions to the company's growth and success as the Chief Executive Officer of Dollar Tree, provides essential insight and guidance to our Board. In addition, the Board benefits from Mr. Sasser's forty-four years of retail experience.

Mr. Sasser was elected to our Board in 2004. He served on the Board of The Fresh Market, Inc. from 2012 to April 2016.

THOMAS A. SAUNDERS III
President, Ivor & Co., LLC

Lead Independent Director;
Chairman of the Nominating
and Corporate Governance
Committee

Mr. Saunders, age 80, has been the President of Ivor & Co., LLC, a private investment company, since 2000. He was a founder of Saunders Karp & Megrue Partners, L.L.C., (“SKM”) which controlled the SK Equity Fund, L.P., once a major investor in Dollar Tree. SKM merged with Apax Partners in 2005. Before founding SKM in 1990, he was a Managing Director of Morgan Stanley & Co. from 1974 to 1989. Mr. Saunders is the recipient of the 2008 National Humanities Medal and a recipient of the highest awards bestowed by the Marine Corps University Foundation, the New-York Historical Society, the Virginia Military Institute and the Darden Graduate School of Business at the University of Virginia.

Mr. Saunders brings to the Board valuable financial expertise, including extensive experience in investment banking and a solid understanding of the capital markets. As a company director for twenty-four years and lead independent director for the past ten years, Mr. Saunders also brings to the Board critical leadership skills and a deep understanding of our business.

Mr. Saunders has been a Dollar Tree director since 1993. He previously served on the Board of Hibbett Sports, Inc. from 1995 to 2016 and served on the Board of Teavana Holdings, Inc. from 2011 to 2012.

THOMAS E. WHIDDON
Private investor; corporate
director

Chairman of the Audit
Committee

Mr. Whiddon, age 64, from 2004 to 2013 was an Advisory Director of Berkshire Partners, LLC (a private equity firm), and as such, served in interim executive operating roles for various Berkshire portfolio companies from 2004 to 2006. Previously, he was Executive Vice President of Lowe’s Companies, Inc. from 1996 until his retirement in 2003. During this time, he served as Executive Vice President of Logistics and Technology from 2000 to 2003 and Executive Vice President, Chief Financial Officer from 1996 to 2000. Prior to his tenure at Lowe’s, he served as the Chief Financial Officer and Treasurer of Zale Corporation from 1994 to 1996. From 1986 to 1993, he served as the Treasurer of Eckerd Corporation.

Having served as Chief Financial Officer and Treasurer of successful large public retail companies, coupled with his many years of experience in public accounting, Mr. Whiddon brings to our Board extensive financial expertise. In addition, our Board has determined that Mr. Whiddon qualifies as an Audit Committee financial expert. His service on the Board and a number of Committees of Carter’s Inc. and Sonoco Products Company, Inc. further enhances his contributions to our Board. He also brings a fresh perspective to Dollar Tree’s logistics and technology focus.

Mr. Whiddon has been a member of our Board since 2003. He currently serves as a director of Sonoco Products Company, Inc. and Carter’s Inc.

CARL P. ZEITHAML
Dean, McIntire School of
Commerce
University of Virginia

Member of the Compensation
Committee

Dr. Zeithaml, age 67, is the Dean of the McIntire School of Commerce at the University of Virginia. He is also a Professor in the Management Area specializing in strategic management. He joined the McIntire School in 1997, after eleven years on the faculty in the Kenan-Flagler Business School at the University of North Carolina-Chapel Hill.

Dr. Zeithaml provides the Board with expertise in strategic management with an emphasis on competitive strategy, corporate governance and global strategy. He brings to the Board extensive educational experience and a strong understanding of risk management.

Dr. Zeithaml became a director of Dollar Tree in July 2007.

EXECUTIVE OFFICERS
(Other than those listed above)

DAVID JACOBS
Chief Strategy Officer
Dollar Tree, Inc.

Mr. Jacobs, age 48, has been the Chief Strategy Officer of Dollar Tree since 2012. He was the Senior Vice President of Strategic Planning from 2009 to 2012, and Vice President of Strategic Planning from 2006 to 2009. From 1996 to 2006, he held a number of positions with The Boston Consulting Group, a leading global strategic management consulting firm, including Partner from 2003 to 2006. From 1994 to 1996, he was an attorney at Weil, Gotshal & Manges, LLC.

JOSHUA JEWETT
Chief Information Officer
Dollar Tree, Inc.

Mr. Jewett, age 47, has been the Chief Information Officer of Dollar Tree since March 2016 and has strategic and operational responsibility for all aspects of Information Technology. From August 2002 to February 2016, he served as the Senior Vice President-Chief Information Officer of Family Dollar Stores. Prior to his employment with Family Dollar, he served as the Senior Director for Answerthink, Inc., an international management consulting firm.

DUNCAN MAC NAUGHTON
President and Chief Operating
Officer
Family Dollar Stores, Inc.

Mr. Mac Naughton, age 55, joined Family Dollar Stores as the President and Chief Operating Officer on December 30, 2016. Prior to joining Family Dollar, he served as the Chief Executive Officer and President of Mills Fleet Farm, LLC. from March 2016 to December 2016. He also held numerous senior leadership roles at Wal-Mart Stores, Inc., including Chief Merchandising and Marketing Officer from 2011 to 2014, Executive Vice President of Consumables Health and Wellness from 2010 to 2011, and Chief Merchandising Officer of Walmart Canada from 2009 to 2010. From 2006 to 2009, he served as the Executive Vice President, Merchandising and Marketing for Supervalu, Inc., including serving as the Head of the Health and Wellness Division. Prior to Supervalu, Mr. Mac Naughton held several leadership roles at Albertsons, Inc. 's, H. E. Butt Grocery Company and Kraft Foods Group, Inc.

MICHAEL MATAUNAS
Chief Administrative Officer
Dollar Tree, Inc.

Mr. Mataunas, age 50, joined Dollar Tree in 2013 as the Chief Administrative Officer. Prior to joining Dollar Tree, he was the Chief Executive Officer of The Parker Avery Group (a consultancy serving retailers) from 2007 to June 2013. Previously, he served as the Vice President of Manhattan Associates, Inc. from 2005 to 2006 and from 2003 to 2005 he served as the Vice President of Evant, Inc., a retail software and services company that was acquired by Manhattan Associates, Inc. Prior to Evant, he served in a number of senior level positions where he gained expertise in merchandising, supply chain, organizational development, and technology.

GARY A. MAXWELL
Chief Supply Chain Officer
Dollar Tree, Inc.

Mr. Maxwell, age 55, joined Dollar Tree in 2015 as the Chief Supply Chain Officer. From 2013 to 2015, he was the President and Founder of Maxwell Value Chain, Inc, a company that provided replenishment services and supply chain improvement consultation to retail suppliers. He joined Dollar Tree after a 14-year career at Walmart Stores, Inc. where he held various senior level positions. This included serving as the Senior Vice President of the Global Business Process Team from 2012 to 2013. From 2007 to 2011, he held the position of Senior Vice President of International Supply Chain. From 2003-2006, he was the Senior Vice President of U.S. Merchandise Replenishment and the Vice President of U.S. Logistics Engineering from 2001 to 2002. From 1999-2000, he served as the Vice President of Sam's Club Logistics. Prior to Walmart, he worked for Caldors from 1993-1999 as the Senior Vice President of Merchandise Distribution and Replenishment. Throughout his career, he gained expertise in global supply chain management, international logistics, merchandise distribution and replenishment, inventory management, process improvement and strategic planning.

WILLIAM A. OLD, JR.
Chief Legal Officer
Dollar Tree, Inc.

Mr. Old, age 63, joined Dollar Tree as the Chief Legal Officer in 2013. Prior to joining Dollar Tree, he was the Vice President and Director at Williams Mullen, P.C. from 2004 to 2013. He previously represented Dollar Tree as its primary outside counsel since 1985.

GARY M. PHILBIN
Enterprise President
Dollar Tree, Inc.

Mr. Philbin, age 60, became the Enterprise President of Dollar Tree on December 30, 2016. Previously, he served as the President and Chief Operating Officer of Family Dollar Stores from July 2015 to December 2016. From March 2007 to July 2015, he was the Chief Operating Officer of Dollar Tree. He previously served as our Senior Vice President of Stores since December 2001. He joined Dollar Tree after a thirty year career in the retail grocery industry. This included serving as the Chief Executive Officer, President and Chief Merchandising Officer of Grand Union from 1997 through the year of the company's sale in 2000. Prior to Grand Union, he held senior executive level positions with SuperValu from 1996 to 1997, and A&P, from 1993 to 1996. In his career, Mr. Philbin held roles in both merchandising and operations at the corporate level. His career started with the Kroger Company where he held increasing positions of responsibility over a twenty year career.

ROBERT H. RUDMAN
Chief Merchandising Officer
Dollar Tree, Inc.

Mr. Rudman, age 66, has been Chief Merchandising Officer of Dollar Tree since June 2003. Prior to joining Dollar Tree, he served as President/CEO and minority shareholder of Horizon Group USA from 2000 to June 2003. From 1996 to 2000, Mr. Rudman was President/CEO of his own consulting company, VQ International Inc. From 1991 until 1996, Mr. Rudman was Executive Vice President/Chief Merchandise Officer of Michaels Stores. Prior to joining Michaels, Mr. Rudman served in a number of positions in a wide variety of retail formats, gaining the majority of his experience in merchandise and marketing.

KEVIN S. WAMPLER
Chief Financial Officer
Dollar Tree, Inc.

Mr. Wampler, age 54, has been the Chief Financial Officer of Dollar Tree since December 2008. Prior to joining Dollar Tree, he served as Executive Vice President, Chief Financial Officer and Assistant Secretary for The Finish Line, Inc. from October 2003 to November 2008. Mr. Wampler held various other senior positions during his fifteen-year career at The Finish Line, including Senior Vice President, Chief Accounting Officer and Assistant Secretary from 2001 to 2003. Mr. Wampler, a Certified Public Accountant, was employed by Ernst and Young LLP from 1986 to 1993.

MICHAEL A. WITYNSKI
Chief Operating Officer
Dollar Tree, Inc.

Mr. Witynski, age 54, has been Chief Operating Officer of Dollar Tree since August 2015. He was the Senior Vice President of Retail Stores from 2010 to 2015. Prior to joining Dollar Tree, he held executive positions at Shaw's Supermarkets and SuperValu, Inc. during his 29-year career in the grocery industry.

HOW NOMINEES TO OUR BOARD ARE SELECTED

Candidates for election to our Board of Directors are nominated by our Nominating and Corporate Governance Committee and ratified by our full Board of Directors for consideration by the shareholders. The Nominating and Corporate Governance Committee operates under a charter, which is available on our corporate website at <http://www.dollartreeinfo.com/investors/corporate/>. A copy of the charter is also available to all shareholders upon request, addressed to our Corporate Secretary at the address on page 1. All members of the committee are independent under the standards established by the NASDAQ Stock Market.

In addition, our Board of Directors has agreed to adopt proxy access amendments to our bylaws that will enable eligible shareholders to have their own qualifying director nominee(s) included in the Company's proxy materials, along with candidates nominated by our Board of Directors, as described in further detail under "Proxy Access" on page 16.

Our Nominating and Corporate Governance Committee will consider candidates recommended by shareholders. Shareholders may recommend candidates for Nominating and Corporate Governance Committee consideration by submitting such recommendation using the methods described under the "Shareholder Nominations for Election of Directors" section on page 15 and "Communicating with our Board Members" on page 24. In making recommendations, shareholders should be mindful of the discussion of minimum qualifications set forth in the following paragraph. Although a recommended individual may meet the minimum qualification standards, it does not imply that the Nominating and Corporate Governance Committee necessarily will nominate the person so recommended by a shareholder.

In evaluating candidates for election to the Board, our Nominating and Corporate Governance Committee shall take into account the qualifications of the individual candidate as well as the composition of the Board as a whole.

Among other things, the Committee shall consider:

- the candidate's ability to help the Board create shareholder value,
- the candidate's ability to represent the interests of shareholders,
- the business judgment, experience and acumen of the candidate,
- the need of the Board for directors having certain skills and experience,
- other business and professional commitments of the candidate,
- the number of other boards on which the candidate serves, including public and private company boards, and
- retail experience.

Our Nominating and Corporate Governance Committee gives consideration to potential candidates who would represent diversity on the Board with respect to professional background, experience, expertise, age, gender, and ethnicity.

Our Nominating and Corporate Governance Committee identifies nominees in a number of ways. The Nominating and Corporate Governance Committee from time to time engages search firms to assist the committee in identifying potential Board nominees, and we pay such firms a fee for conducting such searches. Another method is the recommendation of a current member of the Board, who personally knows and has an understanding of the qualifications of a proposed nominee. An additional method involves an awareness of persons who are successful in business, whether personally known to a member of the Board or not. We may contact such persons from time to time to ask whether they would be willing to serve. If they are willing, then the Nominating and Corporate Governance Committee conducts significant amounts of due diligence to ensure that a nominee possesses the qualifications, qualities and skills outlined above. As mentioned above, our Nominating and Corporate Governance Committee will consider recommendations from shareholders on the same basis as other candidates.

Shareholder Nominations for Election of Directors

Shareholders generally can nominate persons to be directors by following the procedures set forth in our bylaws. In short, these procedures require the shareholder to deliver a written notice containing certain required information in a timely manner to our Corporate Secretary at the address on page 1. To be timely, the notice must be sent either by personal delivery or by United States certified mail, postage prepaid, and received no later than 120 days in advance of the anniversary date of the proxy statement for the previous year's annual meeting. If no annual meeting was held in the previous year, or the date of the applicable annual meeting has been changed by more than 30 days from the date contemplated at the time of the previous year's proxy statement, notice must be sent not less than 90 days before the date of the applicable annual meeting. The notice must contain the information required by our bylaws about the shareholder proposing the nominee and about the nominee. A copy of our bylaws can be found online at <http://www.dollartreeinfo.com/investors/corporate/>.

Each shareholder's notice to the Corporate Secretary must include, among other things:

- the name and address of record of the shareholder who intends to make the nomination;
- a representation that the shareholder is a shareholder of record of our company's capital stock and intends to appear in person or by proxy at such meeting to nominate the person or persons specified in the notice;
- the class and number of shares of our capital stock beneficially owned by the shareholder; and
- a description of all arrangements or understandings between such shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such shareholder.

For each person nominated, the notice to the Corporate Secretary must also include, among other things:

- the name, age, business address and, if known, residence address, of the nominee;
- his or her principal occupation or employment;
- the class and number of shares of our capital stock beneficially owned by such person;
- any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required by the rules and regulations of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934, as amended; and
- the written consent of such person to be named in the proxy statement as a nominee and to serve as a director if elected.

Proxy Access

In March 2017, the Nominating and Corporate Governance Committee recommended and the Board agreed to adopt a proxy access by-law, to be effective for the Company's 2018 annual shareholder meeting. Under the by-law, a shareholder, or a group of up to 20 shareholders, owning at least three percent (3%) of the Company's outstanding common stock continuously for at least three years, will be able to nominate and include in our proxy materials director nominees which shall not exceed the greater of two (2) directors or twenty percent (20%) of the Board (rounded down), provided that the shareholders and nominees have complied with the requirements to be set forth in our by-laws and applicable law. Among other things, shareholders who wish to include director nominations in our proxy statement must follow the instructions under "Shareholder Nominations for Election of Directors" above. The new proxy access by-law provisions will take effect June 16, 2017.

INFORMATION ABOUT THE BOARD OF DIRECTORS

Director Compensation

Director compensation is established by the Board of Directors and periodically reviewed. In 2013, the Board determined that each non-employee director (every director other than Macon Brock and Bob Sasser) will receive an annual cash retainer of \$180,000, payable quarterly in advance. In addition, the Audit Committee chair will receive \$30,000 and Audit Committee members will receive \$20,000; the Compensation Committee chair will receive \$30,000 and Compensation Committee members will receive \$15,000; the Nominating and Corporate Governance Committee chair will receive \$15,000 and the Nominating and Corporate Governance Committee members will receive \$10,000. The Lead Director will receive an additional \$35,000. In 2016, the Board approved a fee increase from \$15,000 to \$20,000 for the Nominating and Corporate Governance chair. The Board also approved in fiscal 2016 an annual equity grant with a value of \$75,000 to be paid annually to each non-employee director in the form of shares of Dollar Tree common stock. The Board may also authorize additional fees for ad hoc committees, if any. Fees are paid quarterly in advance. We do not offer non-equity incentives or pension plans to non-employee directors.

Under our shareholder-approved 2013 Director Deferred Compensation Plan (DDCP), directors may elect to defer receipt of all or a portion of their board and committee fees to be paid at a future date in either cash or shares of common stock, or to defer all or a portion of their fees into non-statutory stock options. Deferral elections must be made by December 31 for the deferral of fees in the next calendar year and must state the amount or portion of fees to be deferred; whether and to what extent fees are to be deferred in cash or shares or paid in the form of options; in the case of deferral into cash or shares, whether the pay out shall be in installments or lump sum; and the date on which such pay out will commence. In the case of deferrals into options, the number of options to be credited is calculated by dividing the deferred fees by 33% of the closing price on the first day of each calendar quarter, which is the date of grant. The options bear an exercise price equal to the closing price on the date of grant and are immediately exercisable. Deferrals into cash or stock are recorded in unfunded and unsecured book-entry accounts. Deferred shares to be credited are calculated by dividing the deferred fees by the closing price on the first day of each calendar quarter. If cash dividends are declared, deferred share accounts are credited with a corresponding number of deferred shares, based on the market price on the dividend date. In the case of deferrals into a deferred cash account, interest is credited to the account at the beginning of each quarter based on the 30-year Treasury Bond rate then in effect. See the Director's Compensation Table below for a description of deferrals in the current fiscal year.

In March 2013, the Board instituted a guideline requiring directors to hold Dollar Tree stock, not including stock options, equal to at least \$300,000 in value, measured as of the date the stock was acquired, within four years of election by the shareholders. As of January 28, 2017, all of our directors owned shares in excess of this amount, with the exception of our newest director, Gregory M. Bridgeford, who joined the Board in May 2016. Consistent with prior years, despite the directors owning shares in excess of this guideline, a majority of the directors have consistently chosen to defer a meaningful portion of their annual cash retainer as shares of common stock or as options (ranging from 60% to 100% of total compensation for participating directors during 2016). See the Director's Compensation Table below for a description of deferrals in the 2016 fiscal year.

Mr. Compton, who retired as a full-time employee in 2002 and as a part-time employee in 2004, has a post-retirement benefit agreement that provides for \$30,000 to be paid to him annually and allows him to participate in our group health plans at his cost. Mr. Compton does not provide advisory services to the Company.

In November of 2013, we replaced Mr. Perry's consulting agreement with a post-retirement benefit agreement that provides for annual fees of \$30,000 to be paid to him and ensure his eligibility in our group health plans at his cost. Mr. Perry does not provide advisory services to the Company.

The following table shows compensation paid to each person who served as a director during fiscal year 2016. (Bob Sasser's compensation information can be found on page 41 of this document).

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
Arnold S. Barron	\$ 210,000	\$ 75,000	\$ —	\$ 285,000
Gregory M. Bridgeford	174,442	75,000	—	249,442
Macon F. Brock, Jr.	—	550,000	86,254	636,254
Mary Anne Citrino	210,000	75,000	—	285,000
H. Ray Compton	197,500	75,000	30,000	302,500
Conrad M. Hall	215,000	75,000	—	290,000
Howard R. Levine	45,000	—	—	45,000
Lemuel E. Lewis	200,000	75,000	—	275,000
J. Douglas Perry	45,000	—	30,000	75,000
Thomas A. Saunders III	233,750	75,000	—	308,750
Thomas E. Whiddon	210,000	75,000	—	285,000
Carl P. Zeithaml	195,000	75,000	—	270,000

- (1) This column shows amounts earned for retainers and fees, including fees paid for service on standing and ad hoc committees, not reduced for deferrals. This column also includes director fees paid to Mr. Levine, who resigned from the Board on April 19, 2016. This column also includes director fees paid to Mr. Perry, who did not stand for re-election when his term expired in June 2016.
- (2) This column includes the grant date fair market value in the amount of \$550,000 for 6,874 service-based restricted stock units granted on March 18, 2016 to Mr. Brock for his services as Chairman. This column also includes the grant date fair value of shares granted to non-employee directors on July 1, 2016. The number of shares were determined by dividing the value of the equity award by the Company's closing share price of \$93.78 on the date of grant, resulting in 799 shares of common stock for each of the non-employee directors.
- (3) This column includes post-retirement benefits paid to each Mr. Compton and Mr. Perry, as more fully described in the narrative accompanying this table. This column also includes Mr. Brock's "all other compensation" that shows: perquisites in the amount of \$86,254, of which includes a car allowance in the amount of \$17,400, executive term life insurance in the amount of \$9,890 and imputed income in the amount of \$58,964 for personal use of the corporate aircraft.

The following table shows, for each of our non-employee directors, amounts deferred in fiscal year 2016 under our DDCP, the number of shares underlying those deferrals, and the aggregate number, as of January 28, 2017, of outstanding stock options, including options obtained through deferral of fees (all of which are fully vested), and deferred shares:

Name	Amounts Deferred in 2016 (\$) ⁽¹⁾	Shares Underlying Amounts Deferred in 2016 (#) ⁽²⁾	Total Deferred Shares (#)	Options Outstanding, including Options acquired through Deferral of Fees (#)	Total Shares Underlying Options and Deferred Amounts (#)
Arnold S. Barron	\$ 210,000	2,535	19,400	—	19,400
Gregory M. Bridgeford	170,003	2,022	2,022	—	2,022
Mary Anne Citrino	210,000	2,535	60,867	—	60,867
H. Ray Compton	—	—	—	—	—
Conrad M. Hall	215,000	2,596	21,454	—	21,454
Howard R. Levine	—	—	—	—	—
Lemuel E. Lewis	200,000	2,415	47,202	—	47,202
J. Douglas Perry	—	—	1,671	—	1,671
Thomas A. Saunders III	233,750	8,552	—	89,574	89,574
Thomas E. Whiddon	—	—	—	—	—
Carl P. Zeithaml	117,000	1,412	23,108	—	23,108

- (1) This column shows the dollar amount of retainers and fees deferred in 2016 under the DDCP. Directors may choose to defer a portion or all of their fees into a deferred cash account, common stock equivalents (which we call "deferred shares") or options, as more fully described in the narrative in this section. In 2016, we credited \$250 to Mr. Perry's cash account (to which he did not contribute in 2016). Mr. Perry's service on the Board ended in June 2016.

- (2) Shares in this column represent deferred shares and in the case of Mr. Saunders, deferral into options. Compensation expense related to these options, valued by the same method as that used for option grants to employees, is recorded upon grant; \$334,459 was recorded in 2016.

Meetings of the Board of Directors

The Board of Directors has scheduled four regular meetings in 2017 and will hold special meetings when company business requires. During 2016, the Board held five formal meetings and undertook action by unanimous consent on six occasions. Informational update calls are periodically conducted during the year. Each member of the Board attended at least 75% of all Board meetings and meetings of committees of which he or she was a member.

Committees of the Board of Directors

The Board of Directors has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The memberships and functions of these committees are set forth below. The Board does not have a standing Executive Committee. Other committees may be established to consider non-routine matters as the Board deems necessary.

Audit Committee

The Audit Committee has four members: Thomas E. Whiddon (Chairman), Mary Anne Citrino, Conrad M. Hall and Lemuel E. Lewis. The functions of this committee include:

- reviewing management's assessment of our internal control over the financial reporting process;
- reviewing results of internal control testing related to Section 404 of the Sarbanes-Oxley Act of 2002;
- reviewing our quarterly and annual financial statements;
- reviewing the audit efforts of our independent auditors and internal audit department;
- reviewing related party transactions; and
- selecting the independent auditors and any independent counsel or other advisers it deems necessary.

The Audit Committee met in person or via teleconference nine times in 2016. In addition, the Chairman of the committee conducted periodic updates with the independent auditors and/or financial management.

Our Board has reviewed the composition of the Audit Committee and determined that the independence and financial literacy of its members meet the listing standards of the NASDAQ Stock Market and regulations of the Securities and Exchange Commission. In addition, our Board has determined that the chairman of our Audit Committee, Thomas Whiddon, and Audit Committee member Lemuel Lewis, by virtue of their careers serving as Chief Financial Officers for large companies as well as other experience, qualify them as "audit committee financial experts," within the meaning of applicable regulations of the SEC, promulgated pursuant to the Sarbanes-Oxley Act of 2002.

Report of the Audit Committee

The Audit Committee's main purpose (in accordance with its written charter adopted by the Board of Directors) is to assist the Board of Directors in fulfilling its oversight responsibilities regarding the quality and integrity of the accounting, auditing and financial reporting practices of the company.

In connection with these responsibilities, the Audit Committee:

- met with management and the head of our internal audit department to discuss the company's risk management, control, and governance processes;
- discussed with counsel our compliance with NASDAQ listing requirements and other securities regulations;
- met with management and KPMG LLP, our independent registered public accounting firm, to review and discuss the quarterly and annual financial statements of the company for the fiscal year ended January 28, 2017;
- discussed with KPMG LLP the matters required by Public Company Accounting Oversight Board Auditing Standard No. 1301 (Communications with Audit Committees);
- discussed with KPMG LLP the quality, not just the acceptability, of our accounting principles;
- received from KPMG LLP written disclosures and the letter regarding its independence as required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountants' communications with the Audit Committee concerning independence;
- reviewed and approved KPMG LLP's fees for audit, audit-related and tax services; and
- discussed with KPMG LLP any relationships that may impact their objectivity and independence.

Based upon the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements for the fiscal year ended January 28, 2017 be included in the company's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission.

SUBMITTED BY THE AUDIT COMMITTEE

Mary Anne Citrino

Conrad M. Hall

Lemuel E. Lewis

Thomas E. Whiddon

Compensation Committee

The Compensation Committee has four members: Arnold S. Barron (Chairman), Gregory M. Bridgeford, Conrad M. Hall and Carl P. Zeithaml. H. Ray Compton served on the Committee until October 2016.

The functions of this committee include:

- overseeing our compensation and benefit practices;
- establishing the compensation arrangements for our executive officers;
- administering our executive compensation plans and Employee Stock Purchase Plan;

- administering and considering awards under our stock- and equity-based compensation plans; and
- reviewing annually executives' stock ownership levels to ensure compliance with the Company's executive ownership policy.

The Compensation Committee met in person or via teleconference six times in 2016 and undertook action by unanimous consent on two occasions. In addition, the Chairman engaged in numerous in-depth discussions with members of management.

All members of the Compensation Committee meet the independence requirements of the Nasdaq Stock Market and regulations of the Securities and Exchange Commission. The report of the Committee, together with our Compensation Discussion and Analysis and information regarding executive compensation, can be found beginning on page 25.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee has three members: Thomas A. Saunders III (Chairman), Mary Anne Citrino and H. Ray Compton. The purpose of this committee is to advise the Board of Directors on the composition, organization and effectiveness of the Board and its committees, and on other issues relating to the corporate governance of the company. The committee's primary duties and responsibilities are to:

- recommend candidates to be nominated by the Board, including the re-nomination of any currently serving director, to be placed on the ballot for shareholders to consider at the annual shareholders meeting;
- if the Chairman of the Board is not independent, recommend an independent director to be considered by the Board to be appointed as Lead Director;
- recommend nominees to be appointed by the Board to fill interim director vacancies;
- review periodically the membership and Chair of each committee of the board and recommend committee assignments to the board, including rotation or reassignment of any Chair or committee member;
- monitor significant developments in the regulation and practice of corporate governance and of the duties and responsibilities of each director;
- lead the Board in its biennial performance evaluation;
- evaluate and administer our Corporate Governance Guidelines and recommend changes to the Board;
- review our governance structure;
- recommend policies for compensation and equity ownership guidelines for Board members who are not executive officers, as well as expense reimbursement policies;
- review annually the directors' stock ownership levels to ensure compliance with our director target ownership policy;
- monitor annually the education of Board members on matters related to their service on the Board; and
- advise the Board on its composition, committees, structure, practices and self-evaluation.

The Nominating and Corporate Governance Committee met in person or via teleconference on five occasions in 2016. During 2016, the committee continued to review potential candidates for Board seats in order to further enhance the Board's effectiveness. For further information on the committee, its composition and procedures, please see the discussion beginning on page 14.

CORPORATE GOVERNANCE AND DIRECTOR INDEPENDENCE

Independence

Dollar Tree is committed to principles of good corporate governance and the independence of a majority of our Board of Directors from the management of our company. The following nine directors have been determined by our Board to be independent directors within the applicable listing standards of the NASDAQ Stock Market throughout 2016: Arnold S. Barron, Gregory M. Bridgeford, Mary Anne Citrino, H. Ray Compton, Conrad M. Hall, Lemuel E. Lewis, Thomas A. Saunders III, Thomas E. Whiddon, and Carl P. Zeithaml.

All members of our Audit Committee, our Compensation Committee and our Nominating and Corporate Governance Committee are independent under NASDAQ listing standards. Our Board has reviewed the various relationships between members of our Board and the company and has affirmatively determined that none of our directors or nominees has material relationships with Dollar Tree, other than Messrs. Brock, and Sasser who are or were members of management. See “Information about the Board of Directors” beginning on page 16 and “Certain Relationships and Related Transactions” on page 55 for a discussion of relationships between the company and certain directors.

If the slate of directors proposed to be elected at the 2017 annual meeting of shareholders is elected, all committees of our Board will continue to be comprised solely of independent directors. The basis for an independence determination by our Board is either that the director has no business relationship other than his or her service on our Board, or that while a director may have some involvement with a company or firm with which we do business, our Board has determined that such involvement is not material and does not violate any part of the definition of “independent director” under NASDAQ listing standards. None of our current executives sit on any of our committees.

At the regular meetings of our Board of Directors, a private session, without management present, is conducted by the non-management members of our Board.

Corporate Governance Guidelines

We adopted formal Corporate Governance Guidelines, a copy of which is available online at www.DollarTreeinfo.com in the Investor Relations section.

Board Leadership Structure

Our corporate guidelines state that, in the event our Chairman is not an independent director, the Board shall name a Lead Director who is independent. Because Macon F. Brock, Jr., our Chairman, is not independent, our Board appointed Thomas A. Saunders III as Lead Director in May 2007, upon the recommendation of the Nominating and Corporate Governance Committee. Since 2007, the Board has annually confirmed him in this role. Mr. Saunders’ role is similar to that of an Independent Chairman. As our Lead Director, he has clearly defined leadership authority and responsibilities, including: setting the agenda for and presiding over executive sessions of solely independent directors; conferring with the Chief Executive Officer and Chairman; communicating feedback from the Board regarding the CEO’s performance; working with the Chairman to set the Board agenda; and remaining well-informed about senior management and succession plans. We believe that as Lead Director, Mr. Saunders has been effective at enhancing the overall independent functioning of the Board.

After careful consideration, the Board determined that its current leadership structure is the most appropriate for Dollar Tree and its shareholders. As part of the company’s ongoing commitment to corporate governance, the Board periodically considers its leadership structure and the role of the Lead Director.

Majority Vote Standard for the Election of Directors

In 2015, the Board of Directors adopted amendments to our by-laws to implement a majority voting standard in uncontested director elections. Consequently, a director nominee will be elected by a majority of votes cast in uncontested director elections. In contested elections, the plurality voting standard continues to apply.

In addition, our Corporate Governance Guidelines also set forth our procedure if a director-nominee does not receive a majority of the votes cast in an uncontested election. Prior to an election, each director-nominee submits a resignation letter, contingent upon such individual failing to receive more than 50% of the votes cast in an uncontested election. In such event, the resignation would be considered by the Nominating and Corporate Governance Committee, which would recommend to the Board what action to take with respect to the resignation.

Board's Role in Risk Oversight

The Board of Directors is actively involved in overseeing enterprise risk, primarily through the assistance of its Audit Committee whose charter requires that its members be knowledgeable of and inquire about risk related to the company's business. The company's Internal Audit Department conducts an annual investigation and evaluation of enterprise risk which focuses on four primary areas essential to the successful operation of the company: 1) strategic, 2) financial, 3) operational and 4) governance. The Internal Audit department reports its findings to and answers inquiries of the Audit Committee. The Committee Chair then shares this information with the full Board at its next meeting and responds to its directors.

The Audit Committee also engages in dialogue and receives updates at or between its meetings from the Vice President of Internal Audit, the Chief Financial Officer, Chief Legal Officer and the Chief Executive Officer on matters related to risk. The Committee shares appropriate information with the Board, either at its next meeting or by other more immediate communication. In addition, the Company's Disclosure Committee meets at least quarterly and monitors internal controls over financial reporting and ensures that the company's public filings contain discussions about risks our business faces, all of which is reported to the Board. In addition to the Audit Committee, other committees of the Board consider risk within their areas of responsibility. In setting executive compensation, the Compensation Committee considers risks that may be implicated by our compensation programs and endeavors to set executive compensation at a level that creates incentives to achieve long-term shareholder value without encouraging excessive risk-taking to achieve short-term results. The Nominating and Corporate Governance Committee annually reviews the Company's corporate governance guidelines and their implementation. Each committee reports its findings to the full Board.

Code of Ethics

Our Board has adopted a Code of Ethics for all our employees, officers and directors, including our Chief Executive Officer and senior financial officers, which was recently reviewed and approved by the Board on January 12, 2017. A copy of this code may be viewed at our corporate website, www.DollarTreeinfo.com, in the Investor Relations section of the site, under the heading "Corporate Governance." In addition, a printed copy of our Code of Ethics will be provided to any shareholder upon request submitted to the Corporate Secretary at the address on page 1.

Charters of our Board Committees

The charters of our Board committees are available on our corporate website, www.DollarTreeinfo.com, in the Investor Relations section of the site, under the heading "Corporate Governance." In addition, printed copies of any of our Board committee charters will be provided to any shareholder upon request submitted to the Corporate Secretary at the company's address on page 1.

COMMUNICATING WITH OUR BOARD MEMBERS

Our shareholders may communicate directly with our Board of Directors. You may contact any member of our Board, any Board committee or any chair of any such committee by mail. To do so, correspondence may be addressed to any individual director, the non-management directors as a group, any Board committee or any committee chair by either name or title. All such mailings are to be sent in care of "Corporate Secretary" at our corporate headquarters address, which is 500 Volvo Parkway, Chesapeake, VA 23320. To communicate with our directors electronically, emails may be sent to CorpSecy@DollarTree.com.

Mail received as set forth in the preceding paragraph may be examined by the Corporate Secretary from the standpoint of security and for the purpose of determining whether the contents actually represent messages from shareholders to our directors. Depending upon the facts and circumstances outlined in the correspondence, the Corporate Secretary will forward the communication to the Board, or any director or directors, provided that the contents are not in the nature of advertising, promotions of a product or service, or patently offensive material.

In addition, any person who desires to communicate financial reporting or accounting matters specifically to our Audit Committee may contact the Audit Committee by addressing a letter to the chairman of the Audit Committee at our corporate headquarters address, noted above, or electronically to AuditChair@DollarTree.com. Communications to our Audit Committee may be submitted anonymously, if sent by mail, addressed to the Audit Committee Chair. All correspondence will be examined by the Corporate Secretary and/or Internal Audit from the standpoint of security and depending upon the facts and circumstances outlined in the correspondence, the communications will be forwarded to our Audit Committee or Audit Committee Chair for review and follow-up action as deemed appropriate.

In 2009, we created the position of Vice President, Corporate Governance. This officer serves as the liaison with our shareholders on governance matters. We established this position to provide a more direct channel for communications with shareholders, to ensure an open dialogue on an ongoing basis and to promote increased understanding of industry standards for best practices in corporate governance as they evolve.

We expect each of our directors to attend the annual meeting of our shareholders. All of the then incumbent directors were in attendance at the 2016 annual meeting of our shareholders.

Director Nominations and Shareholder Proposals for the 2018 Annual Meeting

Our proxy access by-law, when effective on June 16, 2017, will permit a shareholder, or a group of up to 20 shareholders, owning at least three percent (3%) of our outstanding common stock continuously for at least three years, to nominate and include in our proxy materials director nominees which shall not exceed the greater of two (2) directors or twenty percent (20%) of the Board (rounded down), provided that the shareholders and nominees have complied with the requirements set forth in our by-laws. Notice of proxy access director nominees must be received no earlier than December 6, 2017, and no later than January 5, 2018. For additional information, please see "Shareholder Nominations for Election of Directors" beginning on page 15.

Shareholder proposals under Rule 14a-8 for other items of business at the annual meeting of shareholders to be held in 2018 will not be included in our proxy statement for that meeting unless received by us at our principal executive offices in Chesapeake, Virginia, on or prior to close of business on January 5, 2018. Such proposals must contain the information and meet the requirements set forth in our by-laws and in Rule 14a-8 of the Securities and Exchange Commission relating to shareholder proposals.

Notice of a shareholder proposal submitted outside of the processes of Rule 14a-8, including nominations of director candidates other than pursuant to the proxy access by-law described above, must be received no earlier than December 6, 2017 and no later than January 5, 2018. If notice of such a shareholder proposal is received by us after such date, then the proxies we solicit for next year's annual meeting may confer discretionary authority to vote on any shareholder proposals that were not submitted in a timely manner, without including a description of such proposals in the proxy statement for that meeting.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Committee Report on Executive Compensation

The Compensation Committee of our Board of Directors is responsible for developing, overseeing and implementing our compensation program for executive officers. In carrying out its responsibilities, each year the Compensation Committee reviews and recommends to the independent members of the Board the approval of the compensation of our Chief Executive Officer and the Committee approves the compensation of our other executive officers. The Compensation Committee is committed to a pay-for-performance policy that guides its discussions and determinations with respect to executive compensation.

In structuring compensation for executives, the Compensation Committee seeks to attract, motivate and retain executive talent and to offer greater rewards for superior individual and corporate performance. To achieve these goals, the Compensation Committee provides a mix of annual and long-term compensation that will align the short- and long-term interests of our executives with those of our shareholders. In 2016, the Compensation Committee established base salaries, approved targets and awards under an annual cash incentive plan and made long-term incentive awards, the vesting of which are subject to our achieving a target level of performance and the executives remaining with us over a specified period of time.

A discussion of the principles, objectives, components and determinations of the Compensation Committee is included in the Compensation Discussion and Analysis that follows this Compensation Committee report. The specific decisions of the Compensation Committee regarding the compensation of named executive officers are reflected in the compensation tables and narrative that follow the Compensation Discussion and Analysis.

The Compensation Committee has reviewed the Compensation Discussion and Analysis and discussed it with our management. Based on this review and discussion, the Compensation Committee recommended that the Compensation Discussion and Analysis be included in the company's proxy statement for the 2017 annual meeting of shareholders.

SUBMITTED BY THE COMPENSATION COMMITTEE

Arnold S. Barron

Gregory M. Bridgeford

Conrad M. Hall

Carl P. Zeithaml

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is a current or former officer of Dollar Tree or any of our subsidiaries, except H. Ray Compton who served on the Committee until October 2016 and was an officer of the company until his retirement in 2004. In addition, none of the members of the Compensation Committee has or had any relationship with the company during fiscal 2016 that requires disclosure in accordance with the applicable rules of the Securities and Exchange Commission relating to compensation committee interlocks and insider participation.

Compensation Discussion and Analysis

Financial Highlights for Fiscal Year 2016

- The Company's consolidated net sales increased 33.7% to \$20.72 billion from \$15.50 billion in the prior year. The \$5.22 billion increase was the result of \$4.42 billion in incremental net sales from the acquired Family Dollar stores, sales from new Dollar Tree stores, and a 1.8% same-store sales increase;
- Gross profit increased by \$1.74 billion or 37.3%, to \$6.39 billion from \$4.66 billion in the prior year;
- Selling, general and administrative expenses were 22.6% of sales compared to 23.3% of sales in the prior year; and
- Net income increased \$613.8 million, to \$896.2 million, compared to the prior year, resulting in net income of \$3.78 per diluted share.

Please see the Section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for a more detailed discussion of our financial results for fiscal year 2016.

2016 Executive Compensation Overview

We are committed to a pay-for-performance policy for our executives that appropriately balances each executive's total compensation between cash and non-cash and short- and long-term components, while ensuring that a significant portion of pay is performance-based and therefore, at risk. We believe that our executive compensation program, combined with our stock ownership guidelines, effectively link the interests of our executive officers with the interests of our shareholders and focuses the executives on the long-term growth and profitability of our business, without encouraging excessive risk-taking.

The following provides an overview of executive compensation actions in fiscal 2016:

- The Compensation Committee approved base salary increases and cash bonus payouts for our named executive officers;
- The Compensation Committee approved long-term equity incentive awards in the form of performance-based restricted stock units to each of our named executive officers during the spring of 2016;
- The Compensation Committee approved target award values for each of our named executive officers under the Company's three-year long-term performance plan made available under the Company's Omnibus Incentive Plan;

In addition to the executive compensation actions taken in fiscal 2016, the Company made changes to its executive leadership team. Gary Philbin was promoted to Enterprise President of Dollar Tree, effective December 30, 2016. His responsibilities include store operations, merchandising, marketing and real estate across all banners including Dollar Tree, Family Dollar and Dollar Tree Canada. He will continue to report to Bob Sasser, Chief Executive Officer. Mr. Philbin most recently served as President and Chief Operating Officer of Family Dollar following the acquisition of Family Dollar in July of 2015. Duncan Mac Naughton joined the Company as the President and Chief Operating Officer of Family Dollar and will report to Mr. Philbin, effective December 30, 2016.

Governance of Executive Compensation Program

Objectives of Our Compensation Program

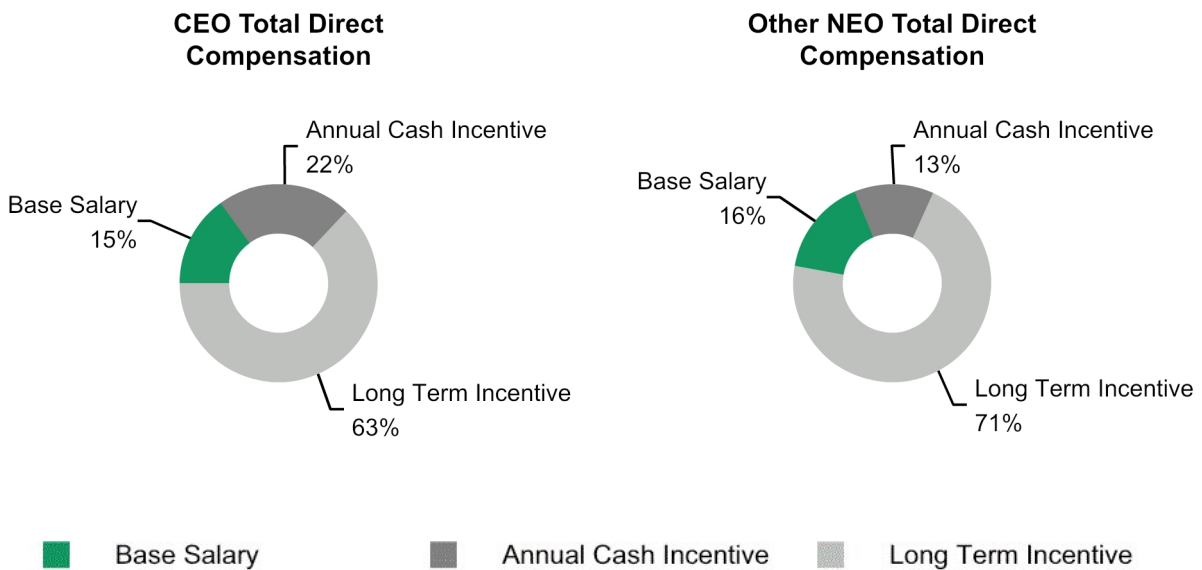
The Compensation Committee has adopted a pay-for-performance policy for executive officers that balances each executive's total compensation between cash and non-cash, and current and long-term, components. The principal objectives of our compensation policies are to:

- align executive pay with shareholders' interests;
- provide executive pay that is competitive among our peer group;
- recognize individual initiative and achievements;
- attract, motivate and retain highly qualified executives; and
- unite the executive management team to a common objective.

We are committed to good corporate governance and engage in the following best practices as part of our executive compensation program:

- Tie a substantial portion of executive compensation to Company performance;
- Provide capped annual and long-term incentive awards;
- Provide modest perquisites with sound business rationale;
- Maintain retention agreements with our named executive officers that require a "double trigger" change in control in order for severance benefits to become payable;
- Maintain stock ownership requirements that align the interests of our executives with those of our shareholders;
- Prohibit hedging and short sales by executive officers and directors;
- Conduct an annual risk assessment of our compensation policies and practices; and
- Conduct an annual shareholder advisory vote on executive compensation.

The chart below shows the percentage breakdown of the 2016 Total Direct Compensation for our current named executive officers.



Role of the Compensation Committee

The Compensation Committee consists entirely of non-employee, independent members of our Board of Directors and operates under a written charter approved by the Board. The Committee acts through members who are "outside directors" for purposes of satisfying the requirements of Section 162 (m) of the Internal Revenue Code. The Compensation Committee has the direct responsibility to review and recommend to the independent members of the Board the approval of the compensation of our Chief Executive Officer and to determine and approve the compensation of the other named executive officers. The Compensation Committee has historically consulted, and expects to continue to consult, with the Chief Executive Officer and senior management, as well as an external compensation consultant retained by the Compensation Committee when deemed appropriate, in the exercise of its duties. Notwithstanding such consultation, the Compensation Committee retains absolute discretion over all compensation decisions with respect to the named executive officers.

Role of the Chief Executive Officer in Compensation Decision-Making

In general, at the Compensation Committee’s request, our Chief Executive Officer may review and recommend the compensation structure and awards for the other named executive officers to the Compensation Committee or its consultants. The Chief Executive Officer also provides information to the Compensation Committee and its consultants regarding the job performance and overall responsibilities of the other named executive officers. He makes no recommendations concerning his own compensation to the Compensation Committee or its consultants. The Chief Executive Officer does not possess the right to call a meeting of the Compensation Committee, but the Compensation Committee would likely convene a meeting at his request. The Chief Executive Officer does not vote on executive compensation matters nor is he present when his compensation is being discussed or approved.

Role of the Compensation Consultant

Pursuant to its written Charter, the Compensation Committee has the authority to engage the services of outside independent advisers. Aon Hewitt LLC was retained in the spring of 2010 to assist the Compensation Committee in determining the appropriateness and competitiveness of our executive compensation program. The Compensation Committee continues to engage Aon Hewitt on an ad hoc basis for executive compensation consulting services. No executive officer had the authority to direct the work of Aon Hewitt with regards to its work with the Compensation Committee. The Compensation Committee bears ultimate responsibility for approving the compensation of all named executive officers.

In fiscal 2016, the Compensation Committee engaged Aon Hewitt to provide executive compensation consulting services. The Company paid \$73,868 to Aon Hewitt for these services. With respect to additional services, Aon Risk Services, Inc. ("Aon Risk"), an affiliate of Aon Hewitt, provided insurance brokerage services to the Company for which it received commissions. The Company paid \$1,447,740 for the insurance brokerage services in fiscal 2016 for both the Dollar Tree and Family Dollar segments.

The decision to engage Aon Hewitt and Aon Risk for these additional services to the Company was made by management and the approval of the Compensation Committee or Board of Directors was not required or requested. However, the Compensation Committee has reviewed its relationship with the consultant, taking into consideration the six independence factors set forth in Rule 10C-1 under the Securities Exchange Act of 1934. The Committee also reviewed the internal guidelines adopted by Aon Hewitt to guard against any potential conflict of interest and ensure its consultants provide only independent advice, regardless of fees paid to the firm. Based on its review, the Compensation Committee has identified no conflicts of interest and believes the additional services provided to management by Aon Hewitt and Aon Risk do not impair the objectivity of the advice rendered by Aon Hewitt to the Compensation Committee on executive compensation matters.

Further information on the Compensation Committee's procedures for determining executive compensation is included in its Charter which can be found at our corporate website, www.DollarTreeinfo.com, in the Investor Relations section of the site, under the heading "Corporate Governance."

Assessment of Risk

We have reviewed our compensation policies and practices for all employees and concluded that such policies and practices are not reasonably likely to have a material adverse effect on our company.

Say on Pay Votes

In compliance with Section 14A of the Securities Exchange Act of 1934, the Company asks the shareholders to approve, on an advisory basis, the compensation of our named executive officers as disclosed in the Company's proxy statement (commonly known as "Say on Pay"). The Company believes that Say on Pay is an important means by which shareholders may express their views regarding the Company's executive compensation and has decided to hold a Say on Pay advisory vote on an annual basis.

During our June 2016 annual shareholders' meeting, we provided our shareholders with an advisory vote to approve the compensation of our named executive officers. The Company received an overwhelming support of 98% for its Say on Pay proposal. The Compensation Committee believes the results of these Say on Pay votes reflect our shareholders' approval of our executive compensation program. Therefore, the Compensation Committee did not make any changes to its executive compensation program as a result of the 2016 Say on Pay votes. Nevertheless, the Compensation Committee regularly reviews the program to determine if adjustments are needed in order to remain competitive and aligned to our shareholders' interests.

Executive Compensation Principles

Our executive compensation program consists of base salaries, cash bonus incentives, and long-term incentives generally in the form of cash and restricted stock units. These components of executive compensation are used together to strike an appropriate balance between cash and stock compensation and between short-term and long-term incentives. We expect a significant portion of an executive's total compensation to be at risk, tied both to our annual and long-term performance as well as to the creation of shareholder value. In particular, we believe that short-term annual cash incentive compensation should be tied directly to both corporate performance and individual performance for the fiscal year, including the achievement of identified goals as they pertain to the areas of our operations for which the executive is personally responsible and accountable. In contrast, we believe that long-term incentive compensation should reward an executive for his or her contribution to our long-term corporate performance and shareholder value. Under our policy, performance above targeted standards results in increased total compensation, and performance below targeted standards results in decreased total compensation.

We differentiate compensation to executives based on the principle that total compensation should increase with an executive's position and responsibility, while at the same time, a greater percentage of total compensation should be tied to corporate and individual performance, and therefore be at risk, as position and responsibility increases. Thus, executives with greater roles and responsibilities associated with achieving our performance targets should bear a greater proportion of the risk if those goals are not achieved and should receive a greater proportion of the reward if our performance targets are met or surpassed. In addition, as an executive's position and responsibility increases, the use of long-term incentive compensation should increase as a percentage of total compensation because our senior executives have the greatest influence on our strategic performance over time.

The difference between the compensation of the Chief Executive Officer and the other named executive officers is due to a variety of factors, including his unique role as primary architect of the Company's strategic vision, as well as his responsibility for achievement of the Company's operational goals. Accordingly, he receives a higher base salary, higher annual bonus incentives and higher long-term equity incentives as a product of his greater authority, responsibility and oversight.

How Executive Pay Levels are Determined

The Compensation Committee reviews our executive compensation program every year and periodically conducts an in-depth market analysis of executive compensation as it determines is necessary to ensure that our compensation programs meet our objectives. Decisions by the Compensation Committee relating to the compensation of our executive officers are reported to the full Board of Directors. The Compensation Committee considers recommendations of the Chief Executive Officer with respect to the compensation of other executives but makes its own determinations in all cases.

In determining the compensation of our executive officers, the Compensation Committee evaluates total overall compensation, as well as the mix of salary, cash bonus incentives and equity incentives, using a number of factors including the following:

- our financial and operating performance, measured by attainment of specific strategic objectives and operating results;
- the duties, responsibilities and performance of each executive officer, including the achievement of identified goals for the year as they pertain to the areas of our operations for which the executive is personally responsible and accountable; and
- historical cash and equity compensation levels.

Amounts realizable from prior compensation, including equity awards, are not generally considered in setting current year compensation.

In fiscal 2015, the Compensation Committee, with the assistance of Aon Hewitt, approved a new peer group which consists of the following 19 companies that we believe are similarly situated to Dollar Tree post-merger and represent the markets in which we compete for executive talent. There were no changes made to this peer group for fiscal 2016:

• Bed Bath & Beyond, Inc.	• McDonalds Corporation
• Best Buy Co. Inc.	• Nordstrom, Inc.
• CarMax, Inc.	• Rite Aid Corporation
• Dollar General Corporation	• Ross Stores, Inc.
• Gap, Inc.	• Staples, Inc.
• Genuine Parts Company	• Starbucks Corporation
• Kohl's Corporation	• Sysco Corporation
• L Brands, Inc.	• TJX Companies, Inc.
• Lowe's Companies, Inc.	• YUM! Brands, Inc.
• Macy's Inc.	

The peer group was developed based primarily upon Dollar Tree's industry and size. Revenue growth and market capitalization were selected as the appropriate size filters. Aon Hewitt assisted the Compensation Committee with identifying positions comparable to those of our named executive officers and providing the Committee with benchmarking data for both total direct compensation and each element of total direct compensation within the peer group. This analysis provided the Committee with a perspective on Dollar Tree's pay-for-performance relationship relative to its peers. The Committee does not target a specific market data percentile for total direct compensation or individual components of compensation but rather reviews data from the peer group companies as a point of reference to help ensure that our overall compensation remains competitive.

Components of Executive Compensation

The executive compensation program consists of three principal components: base salary, annual bonus incentives and long-term incentives. The Compensation Committee considers these components individually and reviews the overall distribution between them but does not target specific allocation percentages or amounts.

While we do not offer executives a pension plan, each executive may elect to defer a portion of his or her annual cash compensation into our Non-Qualified Deferred Compensation Plan, which is further described in the Non-Qualified Deferred Compensation Table and narrative disclosure following this discussion. We also provide our executives with the benefits that are commonly available to our full-time associates, including participation in our profit-sharing and 401(k) savings plan, employee stock purchase plan, health, dental and vision plans and various insurance plans, including disability and life insurance. For the Family Dollar segment, the Company provides similar benefits to its executive officers, except the Company maintained a separate 401(k) savings plan and deferred compensation plan for each of the segments through December of 2016.

We extend to our executives a limited number of perquisites, including a monthly car allowance, in recognition of the extensive travel required in managing a business of our size; the reimbursement for up to \$3,000 in tax and financial planning to assist executives in managing their financial situations; an executive physical, in order to ensure the health and continuity of our executive team; and an employer-paid portable term life insurance plan for executives. We believe the nature and amounts of all perquisites provided to our named executive officers are reasonable and that they support our expectations of an engaged and productive executive team.

Our compensation and benefits programs provide basic economic security for our employees at a level consistent with competitive practices to help retain a highly skilled and qualified workforce, including at the executive level. The annual bonus and long-term incentive compensation programs are designed to reward performance measured against goals and standards established by the Compensation Committee, to encourage executives to increase shareholder value by focusing on growing revenue and earnings, generating cash flow and efficiently deploying capital, and to ensure retention of key personnel.

The principal components of executive compensation and the rationale and methodology for each are further described below. Specific information on the amounts and types of compensation earned by the named executive officers during 2016, 2015, and 2014 can be found in the Summary Compensation Table and other tables and narrative disclosures following this discussion.

Base Salary

Our base salary philosophy is to provide reasonable current income to our named executive officers in amounts that will attract and retain individuals with a broad, proven track record of performance. To accomplish this objective, we provide base salaries that are intended to be competitive relative to similar positions at comparable companies. Base salaries are reviewed annually and adjustments are made as required to recognize outstanding individual performance, expanded duties or changes in the competitive marketplace.

The Compensation Committee, with the assistance of Aon Hewitt, determined during its March 2016 meeting that our named executive officers would receive base salary increases in order to keep salaries at competitive levels. Base salaries paid to our named executive officers in fiscal 2016 are contained in the Summary Compensation Table in this Proxy Statement.

Annual Bonus Incentives

Executives and certain salaried associates have the opportunity to earn an annual cash bonus under our Management Incentive Compensation Plan (MICP). The MICP is intended to provide incentive bonuses that are reasonable in relation to the payment of base salaries and overall compensation to executives, reward executives for superior performance and are expected to be competitive.

The Company performance goals are generally based on U.S. operating income targets defined by the annual budget as approved by the Board of Directors at the beginning of the fiscal year. The performance targets are intended to be challenging but achievable, and serve to focus our management team on a common goal while aligning efforts with shareholder interests.

The MICP target is expressed as a percentage of salary. At the executive level, the target is weighted more heavily toward corporate performance, thereby more closely aligning executives' interests with the interests of shareholders. As described above, the Compensation Committee establishes the MICP corporate performance target, which is generally derived from the annual budget approved by the Board of Directors at the beginning of the fiscal year. Individual performance goals are based on the area over which the executive has influence and may include items such as improvement in same-store sales, opening of new stores, development of new strategies, reduction in specified costs, etc.

For 2016, incentive bonuses were targeted at 140% of base salary for the Chief Executive Officer, 90% of base salary for the Enterprise President, 100% of base salary for the newly appointed President and Chief Operating Officer of Family Dollar, and 70% of base salary for all other named executive officers. Of that amount, 85% is linked to a specified U.S. operating income target and 15% to individual performance. In order for an executive to receive any bonus, we must achieve at least 85% of the operating income target. Once at least 85% of the target is reached, payment for a portion of the bonus for the corporate performance component is made. Maximum bonus for the corporate performance component is earned with performance achieved at 115% of target (see table below).

The following table illustrates the variation that can occur at differing levels of corporate performance compared to target, based on salary percentages applied to bonuses for 2016:

% of Corporate Performance Target Attained	Portion of Executive's Corporate Performance Bonus Deemed Earned	Corporate Performance Component as a percent of salary (CEO) (140% target)⁽¹⁾	Corporate Performance Component as a percent of salary (President and COO, Family Dollar) (100% target)⁽¹⁾	Corporate Performance Component as a percent of salary (Enterprise President) (90% target)⁽¹⁾	Corporate Performance Component as a percent of salary (other executives) (70% target)⁽¹⁾
Below 85.0%	0.0%	0.0%	0.0%	0.0%	0.0%
85.0%	25.00%	29.75%	21.25%	19.13%	14.88%
90.0%	50.00%	59.50%	42.50%	38.25%	29.75%
95.0%	75.00%	89.25%	63.75%	57.38%	44.63%
100.0%	100.00%	119.00%	85.00%	76.50%	59.50%
105.0%	137.50%	163.63%	116.88%	105.19%	81.81%
110.0%	175.00%	208.25%	148.75%	133.88%	104.13%
115.0% or above	212.50%	252.88%	180.63%	162.56%	126.44%

(1) Represents the corporate performance component of 85% multiplied by the level of bonus deemed earned multiplied by the target bonus level.

The MICP bonuses relating to performance in a given fiscal year are paid in the following year when annual results are available, upon approval by the Compensation Committee, generally in April. The Compensation Committee may revise the target amount to account for unusual factors such as, but not limited to, the acquisition of a company, expenses related to changes in accounting rules and non-cash charges. Any modification is carefully considered by the Committee and applied only in special circumstances that warrant the modification. The Compensation Committee did not exercise such discretion with respect to the 2016 bonus payments.

We believe that our performance goals are sufficiently difficult as to represent a challenge for our management, while remaining reasonably attainable. Any portion of the bonuses described above may be paid through the Omnibus Incentive Plan in order to preserve the Company's deduction under Section 162 (m) of the Internal Revenue Code. In such event, the additional restrictions of the Omnibus Incentive Plan shall apply to the applicable payments.

For 2016, the operating income target was \$1,797,000,000 for the combined enterprise, \$1,327,000,000 for the Dollar Tree segment and \$470,000,000 for the Family Dollar segment, which reflected our strategic plan. The definition of operating income approved by the Compensation Committee for purposes of measuring the 2016 target performance under the MICP excluded the effects relating to or resulting from: (i) Canadian operations and currency fluctuations; (ii) severance, relocation and reduction in workforce expenses and other expenses incurred to consolidate workforces; (iii) changes in accounting policies, practices and pronouncements; (iv) unreimbursed costs for unwinding the arrangement with Sycamore Partners (Dollar Express) for the divested stores; (v) non-cash goodwill and intangible impairment charges; (vi) expenses incurred with respect to future mergers, acquisitions, or divestitures; and (vii) any changes to federal or state exemption requirements to, or among other things, increase the minimum salary requirement for exempt (non-hourly) employees; and (viii) changes in the manner shared services are allocated based upon the methodology used in the 2016 fiscal budget approved by the Board of Directors.

During its March 2017 meeting, the Compensation Committee certified that the Company achieved a U.S. operating income of \$1,715.3 million against the target of \$1,797.0 million for the combined enterprise in fiscal 2016, which reflected an achievement of 95.46% of the fiscal 2016 annual incentive bonus performance goal. Accordingly, a payout of 77.3% of the corporate performance portion of the annual incentive bonus target amount was made to each named executive officer of the combined enterprise. The Compensation Committee certified that the Dollar Tree segment achieved an Operating Income of \$1,288.4 million against a target of \$1,327.0 million, resulting in an achievement of 97.09% and a payout of 85.45% to the executive officers of the Dollar Tree segment. Additionally, the Committee certified that the Family Dollar segment achieved an Operating Income of \$427.0 million against a target of \$470.0 million, resulting in an achievement of 90.84% of the target and a payout of 54.2% to the executive officers of the Family Dollar segment, except that Mr. Mac Naughton will receive 100% of his 2016 bonus as contractually agreed upon. The actual bonus amount earned in fiscal 2016 and paid in March of 2017 to each of our named executive officers is reflected in the “Non-Equity Incentive Plan Compensation” column of the Summary Compensation Table on page 41 of the Company’s proxy statement.

As described earlier, 85% of the annual incentive bonus is based on corporate performance while 15% of the annual incentive bonus is based on individual performance. At the beginning of each fiscal year, individual goals are established and approved for each named executive officer.

Combined Enterprise Executives. For the Chief Executive Officer of Dollar Tree, factors considered by the Compensation Committee when determining the individual performance portion of his 2016 bonus fell within the following goal categories: leadership and organizational development to support the combined enterprise, implementation of shared services, succession planning, strategic planning and integration of Family Dollar, sales growth in the U.S and Canada, corporate synergies, and supply chain initiatives to support the growth and volume projections for the combined enterprise. At the March 2017 meeting, the Compensation Committee conducted an evaluation of the Chief Executive Officer’s performance based on the categories outlined above to determine the extent to which his individual goals were achieved, found they were substantially achieved and approved the amount of his 2016 annual incentive bonus as listed in the Summary Compensation Table on page 41 of the proxy statement.

For other named executive officers, factors considered in determining the individual performance portion of the bonus paid were based on the area over which the executive is responsible and were generally aligned with the strategic direction of the Company. Fiscal 2016 year-end performance evaluations were conducted for each named executive officer consisting of both subjective and objective criteria and certain core competencies on which all of our employees are evaluated. For the Chief Financial Officer, the factors considered fell within the goal categories of Family Dollar integration and oversight of Finance integration teams and financial reporting, process improvement and cost reduction, oversight of enterprise budgeting, and oversight of capital structure. For the Enterprise President who previously held the position of President and Chief Operating Officer of Family Dollar through December 2016, the goal categories were Family Dollar integration, sales and operating margin growth, corporate synergies, customer experience initiatives, operational effectiveness and organizational development. Beginning with his new role, Mr. Philbin assumed responsibilities for store operations, merchandising, marketing and real estate for Dollar Tree, Family Dollar and Dollar Tree Canada.

Dollar Tree Segment Executives. For the Chief Merchandise Officer of Dollar Tree, the goal categories were sales growth and new store productivity in the U.S. and Canada, operating margin growth, inventory optimization, shrink improvement, organizational development and operational effectiveness.

Family Dollar Segment Executives. For the newly appointed President and Chief Operating Officer of Family Dollar, the Company and Mr. Mac Naughton agreed that he would receive 100% of his bonus for fiscal 2016.

In March 2017, the evaluations were reviewed and accepted by the Compensation Committee, with input from the Chief Executive Officer. Each named executive officer received an overall goal score that fell within the “meet expectations” or “exceed expectations” performance rating for fiscal 2016.

Long-Term Incentives

In connection with our acquisition of Family Dollar, we assumed its 2006 Incentive Plan (“2006 Plan”). Stock options and restricted stock units that were outstanding under the 2006 Plan immediately prior to the consummation of the merger were assumed by the Company and converted into awards exercisable or to be earned in the Company’s common stock. The Company determined that it would not make any new grants from this Plan. Currently, the Compensation Committee provides equity incentives to executives through the Omnibus Incentive Plan. The Omnibus Incentive Plan permits the grant of stock options, stock appreciation rights, stock awards, performance stock awards, incentive awards and stock units. Long-term incentives generally have been made available to executives in the form of cash and restricted stock units. These awards provide executives with an opportunity to accumulate our common stock and associated wealth related to that ownership.

The Compensation Committee’s objective in granting equity incentives is to balance the mix to achieve alignment with shareholder interests while also focusing on retention and stock ownership. Restricted stock and restricted stock units provide more immediate value to associates, including executives, even in advance of stock price appreciation, with the opportunity for increased value as the stock price increases. Restricted stock and restricted stock units also provide the opportunity for executives to acquire our shares and are therefore useful for retention and motivation. In addition, all equity incentives vest over multiple years. Multiyear vesting focuses executives on consistent long-term growth in shareholder value and requires executives to remain employed with us for extended periods to receive the full benefit of the awards. Multiyear performance goals support consistent growth in shareholder value across a longer time horizon.

In March 2016, the Committee approved the dollar value of performance-based restricted stock units granted to our executives that will vest ratably over three years. These awards are subject to the achievement of 80% of the target U.S. operating income for fiscal 2016. Thus, the awards are tied to performance measures that align executives’ interests with those of our shareholders and are fully at risk. The Compensation Committee certified in March 2017 that the performance goal established for the restricted stock units granted to each of our named executive officers on March 18, 2016, was met. The amounts listed in “Estimated Future Payouts Under Equity Incentive Plans” column of the Grants of Plan-Based Awards Table on page 44 reflect the actual number of units approved and granted, which will vest in approximately three equal installments beginning on March 18, 2017 provided the named executive officers remain continuously employed with the Company through the vesting dates.

In June of 2011, the Compensation Committee approved a new three-year long-term performance program (“LTPP”). The program provides for payments contingent upon the achievement of a cumulative performance goal that is measured over a three-year performance period. Provided that performance is met, the award is settled in both cash and restricted stock units. As further discussed below, the LTPP program has historically used Company operating results as its performance goal. Because of the acquisition of Family Dollar, for the 2015 awards, the Compensation Committee decided to adopt achievement of a specified level of corporate synergies as the three-year goal during the transition and integration of the companies.

2014 LTPP Grants. On March 12, 2014, the Compensation Committee approved awards to our named executive officers under the LTPP (“2014 LTPP Grants”). The target value of the award was divided equally between cash and restricted stock units. The target number of restricted stock units was calculated by dividing the target restricted stock unit award value (which represents fifty percent of the total target award value) by the fair market value of a share of Dollar Tree stock on April 1, 2014. Under the 2014 LTPP Grants, each named executive officer will have the opportunity to earn between zero percent (0%) and two hundred percent (200%) of his individual target award based on the level at which Company achieves its three-year U.S. operating income goal for the performance period beginning on February 2, 2014 and ending on January 28, 2017. For purposes of the 2014 LTPP Grants, operating income excludes results from our Canadian business and operations and any Merger Costs. Payouts are made as soon as practicable following the end of the three-year performance cycle and the certification of the performance achievement and corresponding award by the Compensation Committee.

During the March 2017 meeting, the Compensation Committee certified that the Company achieved a U.S. operating income of \$3,537.9 million against a target of \$3,450.3 million, which reflected an achievement of 102.54% of the 2014 LTPP Goal. Accordingly, a payout of 110.16% of the target value of the 2014 LTPP Grants was made to each named executive officer in 2017. The actual number of restricted stock units approved and granted to the named executive officers were as follows: 7,347 RSUs to Bob Sasser; 5,248 RSUs to Kevin Wampler; 6,297 RSUs to Gary Philbin; and 5,248 RSUs to Robert H. Rudman. For the cash component, the amounts paid are included in the “Non-Equity Incentive Plan Compensation” column under the Summary Compensation Table on page 41.

2015 LTPP Grants. On April 23, 2015, the Compensation Committee approved awards to our named executive officers under the LTPP (“2015 LTPP Grants”). The award shall be measured over three years by the achievement of sustainable corporate synergies of \$300 million that provide ongoing benefits to the shareholders of the Company as a result of its merger with Family Dollar, measured based upon the incremental and ongoing impact to operating income in the amount of the stated goal, with each officer having the opportunity to earn an amount between zero percent (0%) and two hundred percent (200%) of his individual target award. Synergies are to be generated from identifiable actions and programs which can be verified by the Compensation Committee and are based on the pro forma annualized future impact of such specific actions or programs. Specific costs incurred to achieve the synergies, including all one-time costs associated with planning for and integrating Family Dollar into the Company, are not taken into account in measuring synergies.

2016 LTPP Grants. On March 9, 2016, the Compensation Committee approved awards to our named executive officers under the LTPP (“2016 LTPP Grants”). The target value of the award was divided equally between cash and restricted stock units. The target number of restricted stock units was calculated by dividing the target restricted stock unit award value (which represents fifty percent of the total target award value) by the fair market value of a share of Dollar Tree stock on March 18, 2016. Under the 2016 LTPP Grants, each named executive officer will have the opportunity to earn between zero percent (0%) and two hundred percent (200%) of his individual target award based on the level at which Company achieves its three-year U.S. operating income goal for the performance period beginning on January 31, 2016 and ending on February 2, 2019. Payouts are made as soon as practicable following the end of the three-year performance cycle and the certification of the performance achievement and corresponding award by the Compensation Committee.

For purposes of the 2016 LTPP Grants, operating income excludes the effects relating to or resulting from: (i) Canadian currency fluctuations; (ii) severance, relocation and reduction in workforce expenses and other expenses incurred to consolidate workforces; (iii) changes in accounting policies, practices and pronouncements; (iv) unreimbursed costs for unwinding the arrangement with Sycamore Partners (Dollar Express) for the divested stores; (v) non-cash goodwill and intangible impairment charges; (vi) expenses incurred with respect to future mergers, acquisitions, or divestitures; and (vii) any changes to federal or state exemption requirements to, or among other things, increase the minimum salary requirement for exempt (non-hourly) employees.

The LTPP provides an incentive tied to our long-term performance while bringing our target total direct compensation for our named executive officers to more competitive levels. Using goals of cumulative operating income (for past awards and 2016 awards) and corporate synergies (for 2015 awards) captures achievement over consecutive three-year performance periods and aligns with the Company’s long-term strategic planning and our shareholders’ interests.

Awards to Enterprise President

During the Compensation Committee meetings held in March 2016, the Committee discussed the contributions and the expanded leadership role of Gary Philbin, the President of the combined enterprise and the then newly appointed President and Chief Operating Officer of Family Dollar Stores. Since taking the leadership role at Family Dollar in July 2015, Mr. Philbin has had a demonstrated impact on the Family Dollar banner’s performance, including the successful achievement of initial post-merger budgetary, synergy, and

transition goals. Additionally, Mr. Philbin has had a direct impact on the total shareholder returns during his tenure as President. As of January 30, 2016, the Company total shareholder returns were 14.4%, 26.9% and 26.1% on a one, three and five-year basis respectively, which outperformed each of the S&P 500, Dow Jones Industrial Average and the Company's peer group over the same time horizon.

The Committee believed Mr. Philbin's continuing leadership will be critical to both the future growth of Family Dollar and the development and execution of the combined enterprise's strategic plan to improve profitability and capture expected synergies. The Committee determined in March 2016 that it was in the shareholders' best interest to provide an appropriate incentive for Mr. Philbin to achieve special long-term operational goals that will help drive long-term shareholder value and establish a vesting structure that will promote retention.

In light of Mr. Philbin's contributions and his critical role in positioning Family Dollar and the combined enterprise for further growth and improvements, the Compensation Committee granted him a one-time grant of 62,484 performance-based restricted stock units on March 18, 2016. The number of restricted stock units was determined by dividing the \$5 million award value by the Company's closing share price on the date of grant, March 18, 2016. In designing the award, the Committee sought input from Aon Hewitt. The Committee targeted an award that will cliff vest one hundred percent (100%) in 2021, on the fifth anniversary of the grant date, provided that Mr. Philbin satisfies the three-year operating income performance criteria and remains continuously employed with the Company through the vesting date. Economically, the award equates to approximately \$1.0 million per year, representing approximately 23% of Mr. Philbin's 2015 total target direct compensation. The award will be recouped in certain events where the achievement of performance criteria is subsequently revised. The award is designed to be fully tax deductible under Section 162(m) of the Internal Revenue Code and was issued under the Company's shareholder-approved Omnibus Incentive Plan.

Awards to Newly Appointed President and Chief Operating Officer of Family Dollar

Duncan Mac Naughton joined the Company as the President and Chief Operating Officer of Family Dollar, effective December 30, 2016. He has extensive leadership experience in the discount retail industry, and the Committee believes that he can make immediate contributions to the organization and will be instrumental in continuing to develop and improve the Family Dollar banner. In light of his significant role, the Compensation Committee granted him 13,504 performance-based restricted stock units on January 27, 2017. The number of restricted stock units was determined by dividing the \$1 million value by the Company's closing share price on the date of grant. The units will vest on the second anniversary of the grant date provided the performance criteria set by the Compensation Committee are met. Mr. Mac Naughton was also awarded 180,991 stock options on January 27, 2017. The number of options was determined by dividing \$4 million by the option value determined using the Black-Scholes option pricing model. The options will vest in 25% increments on the second, third, fourth and fifth anniversaries of the grant date. The stock options require stock price appreciation in order for Mr. Mac Naughton to realize any benefit, thus directly aligning his interests with those of our shareholders.

Timing of Long-Term Incentive Awards

Our grant policy for equity awards establishes April 1 as the date of the annual grant for future years. Awards of equity incentives to new officers are made on the last business day of the Company's fiscal month which follows the month that includes the hire date. The Compensation Committee may, in its discretion, make grants that vary from these guidelines if there is a compelling business reason, but in every case the Committee is required to complete its approval of the equity awards prior to the date of the grant.

The Compensation Committee will not award equity incentives when in possession of potentially material non-public information. We believe that the beginning of April is an appropriate time during the year to make grants of equity awards and that a consistent application of our granting practices from year to year regardless of other events is also appropriate. The awards granted by the Compensation Committee are designed to create incentives for the creation of long-term shareholder value and contain delayed vesting

provisions that prevent recipients from taking advantage of short-term fluctuations in the market price of our common stock. We have not planned in the past, nor do we plan in the future, to time the release of material non-public information for the purpose of affecting the value of executive compensation.

Policy Against Hedging Company Stock

To further the corporate governance objective of encouraging alignment of the interests of our executive officers and directors with stockholders' interests in the long-term performance of the Company, the Company's Insider Trading Policy prohibits executive officers and directors from entering into hedging transactions and from engaging in short sales related to the Company's stock. The Policy also prohibits engaging in or trading any publicly-traded puts, calls or other derivative instruments involving the Company's securities. Additionally, executive officers and directors may not hold Dollar Tree stock in a margin account.

Executive Stock Ownership

The Compensation Committee adopted an executive target ownership program that encourages certain of our executive officers to attain designated stock ownership levels over a five-year period. The amount expected to be retained for the Chief Executive Officer is 100,000 shares and varies between 12,000 and 30,000 for other executive officers, depending on the executive's position. The types of stock ownership that qualify toward the ownership requirement under our policy include direct stock ownership, unvested restricted stock units and unvested restricted stock. As of January 28, 2017, all of our named executive officers' stock ownership levels exceeded the requirements of the stock ownership guidelines, except Duncan Mac Naughton who recently joined the Company on December 30, 2016.

Prior to the merger, the executives under the Family Dollar banner were required to maintain ownership of 3x annual base salary within six years of the executives' promotion to their current officer level. These requirements remain unchanged for the executives under the Family Dollar banner, except the acquisition date of July 6, 2015 is the beginning of the new six year term for the current executives. Until the executives achieve the ownership goals, they will be required to retain 25% of the net value (after the exercise price of any options and after applicable taxes) of any equity award in Dollar Tree's stock.

Impact of Accounting and Tax Treatments on Compensation Program Design

The Compensation Committee considers the accounting and tax impact of its overall compensation programs in order to balance the cost to the company with the potential benefits as compensation tools.

Section 162(m) of the Internal Revenue Code imposes a limitation on the deductibility of non-performance-based compensation in excess of \$1 million paid to named executive officers of public companies. As noted above, the Compensation Committee has adopted a policy of pay-for-performance and has taken appropriate steps to cause relevant grants and awards under our equity incentive plans to be performance-based. We intend to qualify executive compensation for deductibility under Section 162(m) to the extent consistent with our best interests and the interests of our shareholders. Since our corporate objectives may not always be consistent with the requirements of full deductibility, we may enter into compensation arrangements under which payments are not deductible under Section 162(m). We currently believe that we should be able to continue to manage our executive compensation program for the named executive officers to preserve the related federal income tax deductions, although individual exceptions may occur from time to time.

The Compensation Committee also reviews the accounting impact of the various forms of compensation, with the goal of ensuring that our compensation practices remain competitive while also being cost-effective.

Retirement, Deferred Compensation and Pension Plans

We do not have any defined benefit or pension plans that provide for payments based on an executive's salary and/or years of service. In addition, we have not adopted a supplemental executive

retirement plan or other “excess plan” that pays benefits to highly compensated executives. Instead, we offer the following two alternatives to allow executives to actively participate in funding their retirement plans.

Executives in the Dollar Tree segment are eligible to participate in our Profit Sharing and 401(k) Retirement Plan. At the end of the year, the Board may approve a discretionary profit-sharing contribution to be made to all eligible employees, including executive officers. In addition, executives may elect to defer a portion of their cash compensation into 401(k) retirement accounts. The Board has authorized us to match 100% of 401(k) deferrals up to 4% of an individual’s cash compensation. Effective January 1, 2017, the 401(k) plan was renamed the Dollar Tree Retirement Savings Plan and all the assets of the Family Dollar Employee Savings and Retirement Plan and Trust were merged into the plan.

Under our Non-Qualified Deferred Compensation Plan, executives in the Dollar Tree segment may elect to defer a portion of their annual cash compensation to be distributed at a future date in accordance with the relevant deferral election. The program allows executives to save for retirement in a tax-effective way at a minimal cost to us. Plan participants may invest their deferred compensation in any one or a combination of the plan’s investment funds. In most cases, the deferred amounts plus earnings are paid out upon the participant’s retirement or termination of employment. The future payment obligations under the plan are our general unsecured obligations. Although the amounts deferred are deposited into a trust, the trust belongs to us, rather than the executives, and is subject to the claims of our creditors. Effective December 31, 2016, the plan was frozen for contributions earned after calendar year 2016. The plan continues to exist going forward and retains all contributions and earnings previously allocated to it. Participants can continue to make investment and distribution election changes in accordance with the plan requirements and applicable laws. Beginning January 1, 2017, executives from both segments are eligible to participate in the Family Dollar Compensation Deferral Plan, and all contributions earned on or after January 1, 2017 are allocated to that plan.

Family Dollar 401(k) and Deferred Compensation Plan

Prior to January 1, 2017, the executives under the Family Dollar banner were eligible to participate in Family Dollar’s 401(k) Retirement Plan. Family Dollar provided a matching contribution equal to the following formula: 100% match to the participant’s first 3% of base salary and bonus contributions and 50% match to the participant’s next 2% of base salary and bonus contributions for a maximum contribution of 4% of base salary and bonus pay, subject to limits established by the plan and Internal Revenue Code of 1986, as amended. Effective January 1, 2017, all of the assets of the Family Dollar 401(k) Retirement Plan were merged into the Dollar Tree Retirement Savings Plan.

The Family Dollar Compensation Deferral Plan allows certain officers and executives the ability to defer receipt of up to 50% of their base salary and up to 75% of their bonus payments. Beginning January 1, 2017, participants are permitted to defer up to 100% of their bonus payments. The plan is a nonqualified plan and the Company does not fund, make any contributions to, or provide any interest rate subsidy for the Compensation Deferral Plan. The deferred amounts and earnings thereon are payable to participants, or designated beneficiaries, at either specified future dates, or upon separation of service or death.

Change in Control Agreements

Our equity plans and our deferred compensation plan contain provisions that may convey benefits to our executives and other plan participants upon a change in control. Generally, the provisions address the management of account values upon separation from us due to death, disability or retirement, or due to a change in control, as defined within the plans.

In March 2007, the Compensation Committee established change-in-control retention agreements with certain executive officers, including our named executive officers, that provide for payment in the event of a termination resulting from a change in control of the company. The Compensation Committee’s intent with these agreements is to take reasonable steps to retain key management personnel and to minimize disruption in the event of a change in control. Under these agreements, severance benefits would be payable only if the executive is terminated without cause or resigns for good reason, as defined in the agreement (commonly known as a “double trigger”). Benefits payable are limited to 2.5 times salary plus bonus (as

defined in the agreements) for the Chief Executive Officer and 1.5 times for other named executive officers. Any amounts payable are intended to be tax deductible under applicable tax regulations and payments are capped so that they do not trigger excise taxes.

The structure of change in control arrangements and post-termination benefits is consistent with our compensation objectives to attract, motivate and retain highly talented executives. These arrangements preserve morale and productivity, provide a long-term commitment to job stability and financial security, and encourage retention in the face of the potential disruptive impact of an actual or potential change in control, death or disability. The post-termination vesting benefit under our equity compensation plans also secures the value of previously granted compensatory awards against forfeiture solely because of retirement.

The change in control arrangements ensure that the interests of the executives will be materially consistent with the interests of shareholders when considering corporate transactions. The Compensation Committee determined that the multiples applied to base compensation upon a change of control should be consistent with the limits specified by tax deductibility for “parachute payments” as well as with principles of good corporate governance promulgated by major proxy advisory firms and institutional investors. The multiple applicable to the Chief Executive Officer’s retention agreement is higher to reflect the greater importance the Compensation Committee places on his management role and responsibility. Details related to these change-in-control retention agreements are more fully discussed below, under “Potential Payments Upon Termination or Change of Control.”

Annual Compensation of Executive Officers

In the following table, we summarize the compensation earned during fiscal years 2016, 2015 and 2014 by our Chief Executive Officer, our Chief Financial Officer, each of our three other most highly compensated executive officers who earned more than \$100,000 in total compensation for services rendered in all capacities during 2016, 2015 and 2014. We refer to these five individuals in this proxy statement as the “Named Executive Officers.”

The compensation that we pay to our named executive officers is determined as described above in our “Compensation Discussion and Analysis” section and in the tables that follow.

Summary Compensation Table

(For the Fiscal Years ended January 28, 2017, January 30, 2016 and January 31, 2015)

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Bonus (\$) ⁽²⁾	Stock Awards (\$) ⁽³⁾	Option Awards (\$) ⁽⁴⁾	Non-Equity Incentive Plan Compensation (\$) ⁽¹⁾⁽⁵⁾	All Other Compensation (\$) ⁽⁶⁾	Total (\$)
Bob Sasser	2016	\$1,680,769	—	\$ 6,499,865	\$ —	\$ 2,288,489	\$ 112,915	\$10,582,038
Chief Executive Officer	2015	1,585,577	—	5,803,264	—	2,080,320	60,549	9,529,710
	2014	1,505,769	—	4,104,531	—	2,140,773	63,415	7,814,488
Kevin Wampler	2016	690,385	—	1,449,802	—	661,667	53,126	2,854,980
Chief Financial Officer	2015	635,577	—	1,695,764	—	617,121	51,452	2,999,914
	2014	570,192	—	1,249,783	—	628,654	54,481	2,503,110
Gary Philbin	2016	1,121,154	—	7,314,789	—	1,165,777	59,185	9,660,905
Enterprise President	2015	971,154	—	2,438,906	—	1,258,725	56,568	4,725,353
	2014	830,769	—	1,780,806	—	1,000,652	57,302	3,669,529
Duncan Mac Naughton	2016	61,538	500,000	999,971	3,999,980	1,000,000	1,004	6,562,493
President and Chief Operating Officer	2015	—	—	—	—	—	—	—
Family Dollar Stores	2014	—	—	—	—	—	—	—
Robert H. Rudman	2016	740,385	—	1,499,895	—	725,627	68,723	3,034,630
Chief Merchandising Officer	2015	692,307	—	1,726,563	—	645,165	61,647	3,125,682
	2014	656,154	—	1,357,425	—	682,642	59,269	2,755,490

Footnotes to the Summary Compensation Table:

Our annual bonus plan qualifies as a “non-equity incentive plan” for purposes of this table. Earnings under our deferred compensation plan result from the executives’ investments in mutual funds commonly available to investors generally. The “Change in Pension Value and Non-Qualified Deferred Compensation Earnings” columns are omitted as all amounts are zero.

- (1) Executives may defer up to 50% of their salaries and up to 100% of their annual incentive bonus under Dollar Tree’s Non-Qualified Deferred Compensation Plan. Beginning December 31, 2016, Dollar Tree’s Non-Qualified Deferred Compensation Plan was frozen for contributions earned after calendar year 2016. All contributions earned on or after January 1, 2017 were allocated to the Family Dollar Compensation Plan. Under Family Dollar’s Non-Qualified Deferred Compensation Plan, executives may defer 50% of their base salary and up to 75% of their bonus payments,

except that participants were allowed to defer up to 100% of the bonus payments beginning January 1, 2017. Any such deferrals under each of the Plans are included in the appropriate column of this table and shown in the Deferred Compensation table.

- (2) This column includes a signing bonus paid to Duncan Mac Naughton in 2016 connection with his employment offer. This bonus payment is subject to repayment in whole or in part if Mr. Mac Naughton leaves the Company within two years of such payment.
- (3) Pursuant to SEC rules, this column represents the aggregate grant date fair value during the last three fiscal years of restricted stock units (RSU) and performance-based restricted stock units computed in accordance with FASB ASC Topic 718 related to the annual spring grant (RSU awards), and grants made under the three-year long-term performance program (“LTPP”). The Compensation Committee determined that the LTPP awards would be made 50% in cash and 50% in performance-based restricted stock units. We are required to report the equity portion of the award at the beginning of the LTPP cycle even though, should it be earned, it will not be paid until the end of the cycle. The cash portion of the LTPP award is not reported until earned at the end of the cycle. Both the cash and equity portions of the LTPP award are earned only if performance conditions are met and the final payment amount, if any, will range from 0% to 200% of the stated target. The amounts shown in this column assume performance at target. Fair value for the RSU awards is calculated using the closing price of our stock on the date of grant. In the event the highest level of performance is achieved, the aggregate grant date fair value for the fiscal year 2016 awards would be as follows: \$6,999,830 for Bob Sasser, \$1,799,730 for Kevin Wampler, \$7,814,754 for Gary Philbin, \$4,999,952 for Duncan Mac Naughton and \$1,799,890 for Robert H. Rudman.

Amounts shown in this column do not correspond to the actual value that will be realized by the named executives. Additional information regarding FASB ASC Topic 718 calculations related to these awards is included in footnote 9 of our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017. See the Grants of Plan-Based Awards Table for information on awards made in 2016.

- (4) Pursuant to SEC rules, this column represents the aggregate grant date fair value during the last three fiscal years of stock options computed in accordance with FASB ASC Topic 718, as determined based on the Black-Scholes Valuation Model and using the following assumptions:

Pricing Term in Years	6.50
Risk Free Interest Rate	2.09%
Expected Volatility	24.51%
Annual Dividend Yield	0%
Option Value	22.10

Amounts shown in this column do not correspond to the actual value that will be realized by the named executives. Additional information regarding FASB ASC Topic 718 calculations related to these awards is included in footnote 9 of our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

- (5) The amounts in this column represent the annual bonus that we pay under our Management Incentive Compensation Plan (“MICP”) and the cash bonus that we pay under our Long-Term Performance Plan (“LTPP”) for awards conditioned upon achieving a three-year performance goal, as discussed in the Compensation Discussion and Analysis section. The amounts listed were earned in the years shown, but paid after the end of the fiscal year, upon approval by the Compensation Committee. The amounts paid under the MICP to Messrs. Sasser, Wampler, Philbin, Rudman, and Mac Naughton were \$1,902,929, \$386,267, \$835,297, \$450,227, and \$1,000,000, respectively. Cash bonuses paid under the 2014 LTPP to Messrs. Sasser, Wampler, Philbin, and Rudman were \$385,560, \$275,400, \$330,480, and \$275,400, respectively.
- (6) “All Other Compensation” includes the amounts paid to named executives shown in the following table. Perquisites include car allowances related to travel, financial and tax planning, executive physicals, executive term life insurance, relocation and imputed income related to personal use of the corporate aircraft, none of which individually exceeded \$25,000 in either 2016, 2015, or 2014, except the \$45,248 value of Mr. Sasser's personal use of the corporate aircraft in 2016 which was imputed to him as personal income. Effective in March 2009, the company discontinued tax gross-ups on all perquisites, except for business-related relocation expenses. Car allowance is intended to compensate executives for the use of their personal vehicles in conducting company business. However, as we do not require our executives to account for their business or personal use, we include the entire amounts in our disclosures. Pursuant to our new corporate aircraft policy approved by the Board of Directors to be effective on January 1, 2016, Mr. Sasser, Mr. Brock, Mr. Philbin, are permitted use Dollar Tree’s aircraft for non-business purposes for up to 80 hours each per fiscal year. In exceptional circumstances, they may, in their discretion offer available seating to others. The Company, in turn, will impute incremental costs to Mr. Sasser, Mr. Brock and Mr. Philbin the value of such personal use as taxable income. This value shall be determined under the Standard Industry Fare Level formula (or other method) approved by the Internal Revenue Service. In December 2016, the Board approved a one-time modification to increase the personal use of the corporate aircraft by the Chairman from 80 hours to 100 hours for fiscal year 2016 only. The value of such personal use will be imputed as taxable income. The Chairman's personal use will revert to the 80 hour limit in succeeding fiscal years. In December 2016, Mr. Mac Naughton was authorized to use the aircraft for personal use for up to 35 hours per fiscal year, the value of which shall be treated as imputed income.

NEO	Perquisites	Profit Sharing & 401k Match	Total
Bob Sasser	\$ 82,726	\$ 30,189	\$ 112,915
Kevin Wampler	23,125	30,001	53,126
Gary Philbin	29,904	29,281	\$ 59,185
Duncan Mac Naughton	1,004	—	1,004
Robert H. Rudman	38,688	30,035	\$ 68,723

Grants of Plan-Based Awards Table

Name	Grant Date	Compensation Committee Action Date ⁽¹⁾	Estimated Future Payouts Under Non-Equity Incentive Plans			Estimated Future Payouts Under Equity Incentive Plans			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽⁶⁾
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Bob Sasser	—	(2)	\$ 505,750	\$ 2,380,000	\$ 4,655,875	—	—	—	—	—	\$ —	
	—	(3)	125,000	500,000	1,000,000	—	—	—	—	—	—	
	3/18/2016	3/9/2016	—	—	—	—	74,980 ⁽⁴⁾	74,980 ⁽⁴⁾	—	—	5,999,900	
	3/18/2016	3/9/2016	—	—	—	1,562 ⁽⁵⁾	6,248 ⁽⁵⁾	12,496 ⁽⁵⁾	—	—	499,965	
Kevin Wampler	—	(2)	104,125	490,000	958,563	—	—	—	—	—	—	
	—	(3)	87,500	350,000	700,000	—	—	—	—	—	—	
	3/18/2016	3/9/2016	—	—	—	—	13,745 ⁽⁴⁾	13,745 ⁽⁴⁾	—	—	1,099,875	
	3/18/2016	3/9/2016	—	—	—	1,093 ⁽⁵⁾	4,373 ⁽⁵⁾	8,746 ⁽⁵⁾	—	—	349,927	
Gary Philbin	—	(2)	219,938	1,035,000	2,024,719	—	—	—	—	—	—	
	—	(3)	125,000	500,000	1,000,000	—	—	—	—	—	—	
	—	—	—	—	—	—	—	—	—	—	—	
	3/18/2016	3/9/2016	—	—	—	—	22,680 ⁽⁴⁾	22,680 ⁽⁴⁾	—	—	1,814,854	
	3/18/2016	3/9/2016	—	—	—	1,562 ⁽⁵⁾	6,248 ⁽⁵⁾	12,496 ⁽⁵⁾	—	—	499,965	
3/18/2016	—	—	—	—	—	62,484 ⁽⁴⁾	62,484 ⁽⁴⁾	—	—	4,999,970		
Duncan Mac Naughton	—	(7)	—	1,000,000	—	—	—	—	—	—	—	
	1/27/2017	12/11/2016	—	—	—	—	13,504 ⁽⁷⁾	13,504 ⁽⁷⁾	—	—	999,971	
	1/27/2017	12/11/2016	—	—	—	—	—	—	—	180,991 ⁽⁷⁾	74.05 ⁽⁷⁾ 3,999,980	
Robert H. Rudman	—	(2)	111,563	525,000	1,027,031	—	—	—	—	—	—	
	—	(3)	75,000	300,000	600,000	—	—	—	—	—	—	
	3/18/2016	3/9/2016	—	—	—	—	14,995 ⁽⁴⁾	14,995 ⁽⁴⁾	—	—	1,199,900	
	3/18/2016	3/9/2016	—	—	—	937 ⁽⁵⁾	3,749 ⁽⁵⁾	7,498 ⁽⁵⁾	—	—	299,995	

Footnotes to the Grants of Plan-Based Awards Table:

- (1) The date of grant for the relevant award is established by the Compensation Committee during a regularly scheduled meeting or by written consent.
- (2) Our Management Incentive Compensation Plan (MICP) is considered a “non-equity incentive plan.” MICP targets are established by the Compensation Committee early in the fiscal year and amounts payable are determined and paid in the following year, when annual results are available, upon approval by the Compensation Committee. For 2016, bonuses were targeted at 140% of salary for the CEO, 90% for the Enterprise President who served as President and COO through December 2016, 100% of salary for the newly appointed President and COO and 70% for other Named Executive Officers, with corporate performance representing 85% of the goal. Earned amounts, to the extent not otherwise deferred under our Non-Qualified Deferred Compensation Plan, are paid after the end of the relevant fiscal year. See “Annual Bonus Incentives” in our Compensation Discussion and Analysis for a detailed discussion of our MICP.
- (3) Pursuant to our Long-Term Performance Plan (LTPP), the Compensation Committee approved three-year performance-based total target award values for each of our Named Executive Officers and the award was divided equally between a performance bonus and restricted stock units. The amounts included in this row represent the fifty percent (50%) granted as a performance bonus. The percentage of the target performance bonus earned will be based on the level at which the Company achieves its three year cumulative performance goal for the performance period from January 31, 2016 to February 2, 2019. The amount of payment, if earned, will range from 0% to 200% of stated target and will be paid in 2019, when the achievement level is available and certified by the Committee.
- (4) Represents awards of performance-based restricted stock units that will vest in approximately three equal installments over three years only upon the certification by the Compensation Committee that the company achieved its fiscal 2016 performance target goal and upon the executives remaining with the company through the vesting dates. The award of 62,484 performance-based restricted stock units to Mr. Philbin on March 18, 2016 will cliff vest 100% in 2021, on the fifth anniversary of the grant date, only upon certification by the Compensation Committee that Mr. Philbin has satisfied the three-year performance criteria and Mr. Philbin remaining continuously employed with the Company through the vesting date.
- (5) Represents the performance-based equity portion of the award granted under the LTPP that is based on a three-year performance cycle beginning on January 31, 2016 through February 2, 2019 and will cliff vest in fiscal year 2019 only upon certification by the Compensation Committee that the company achieved its performance goal.
- (6) This column shows the full grant date fair value under FASB ASC Topic 718 of performance-based restricted stock units (PSUs), performance-based restricted stock units under the three-year LTPP and stock options that were granted in 2016. For the PSUs and the LTPP equity grant, fair value is calculated using the closing price of our stock on the grant date which was \$80.02. For the stock options, fair value is calculated using the Black-Scholes value on the grant date of \$22.10. Additional information regarding FASB ASC Topic 718 calculations related to these awards is included in footnote 9 of our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017.
- (7) Pursuant to his offer of employment, Mr. Mac Naughton received 100% of his target payout under the MICP for 2016. The award of 13,504 performance-based restricted stock units awarded to Mr. Mac Naughton on January 27, 2017 will fully vest on the second anniversary of the grant date provided that the one-year performance criteria is achieved. The 180,991 stock options awarded to Mr. Mac Naughton on January 27, 2017 have a five-year vesting schedule and will vest in 25% increments on the second, third, fourth and fifth anniversaries of the grant date. The exercise price for the stock options is \$74.05, which is the closing price on the date of grant.

Outstanding Equity Awards at Fiscal Year End Table

The following table provides information on the holdings of stock option and stock awards by the named executives at the end of the fiscal year. This table includes unexercised and unvested option awards, unvested RSUs and PSUs with service requirements that have not been met. Each equity grant is shown separately for each named executive. The vesting schedule for each grant is shown in the footnotes following this table, based on the award date. The market value of the stock awards is based on the closing market price of our stock as of January 27, 2017, which was \$74.05. For additional information about the option awards and stock awards, see the description of equity incentive compensation in the Compensation Discussion and Analysis.

Name	Award Date	Option Awards ⁽¹⁾					Stock Awards				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Bob Sasser	3/14/2008	64,002	—	—	\$ 8.91	3/14/2018	—	\$ —	—	\$ —	
	6/13/2012	—	—	—	—	—	187,740 ⁽⁴⁾	13,902,147	—	—	
	4/1/2014	—	—	—	—	—	25,410 ⁽²⁾	1,881,610	—	—	
	4/1/2014	—	—	—	—	—	—	—	6,670 ⁽³⁾	493,913	
	3/27/2015	—	—	—	—	—	41,850 ⁽²⁾	3,098,992	—	—	
	4/23/2015	—	—	—	—	—	—	—	5,246 ⁽³⁾	388,466	
	3/18/2016	—	—	—	—	—	—	—	74,980 ⁽²⁾	5,552,269	
	3/18/2016	—	—	—	—	—	—	—	6,248 ⁽³⁾	462,664	
Kevin	4/1/2014	—	—	—	—	—	6,352 ⁽²⁾	470,365	—	—	
Wampler	4/1/2014	—	—	—	—	—	—	—	4,764 ⁽³⁾	352,774	
	3/27/2015	—	—	—	—	—	8,974 ⁽²⁾	664,524	—	—	
	4/23/2015	—	—	—	—	—	—	—	3,086 ⁽³⁾	228,518	
	3/18/2016	—	—	—	—	—	—	—	13,745 ⁽²⁾	1,017,817	
	3/18/2016	—	—	—	—	—	—	—	4,373 ⁽³⁾	323,821	

Name	Award Date	Option Awards ⁽¹⁾					Stock Awards				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Gary Philbin	4/1/2014	—	—	—	—	—	10,164 ⁽²⁾	752,644	—	—	
	4/1/2014	—	—	—	—	—	—	—	5,717 ⁽³⁾	423,344	
	3/27/2015	—	—	—	—	—	14,684 ⁽²⁾	1,087,350	—	—	
	4/23/2015	—	—	—	—	—	—	—	3,703 ⁽³⁾	274,207	
	3/18/2016	—	—	—	—	—	—	—	22,680 ⁽²⁾	1,679,454	
	3/18/2016	—	—	—	—	—	—	—	6,248 ⁽³⁾	462,664	
	3/18/2016	—	—	—	—	—	—	—	62,484 ⁽²⁾	4,626,940	
Duncan	1/27/2017	—	180,991	—	74.05	1/27/2027	—	—	—	—	
Mac Naughton	1/27/2017	—	—	—	—	—	—	—	13,504 ⁽⁵⁾	999,971	
Robert H. Rudman	4/1/2014	—	—	—	—	—	7,624 ⁽²⁾	564,557	—	—	
Rudman	4/1/2014	—	—	—	—	—	—	—	4,764 ⁽³⁾	352,774	
	3/27/2015	—	—	—	—	—	9,787 ⁽²⁾	724,727	—	—	
	4/23/2015	—	—	—	—	—	—	—	3,086 ⁽³⁾	228,518	
	3/18/2016	—	—	—	—	—	—	—	14,995 ⁽²⁾	1,110,380	
Rudman	3/18/2016	—	—	—	—	—	—	—	3,749 ⁽³⁾	277,613	

Footnotes to Outstanding Equity Awards Table:

- (1) The options awarded to Duncan Mac Naughton in 2016 will vest in 25% increments on the second, third, fourth and fifth anniversaries of the grant date, provided he remains continuously employed through the vesting dates. The options were awarded to Mr. Mac Naughton in 2016 and Bob Sasser in 2008 will expire ten years from date of grant, or earlier for reasons other than death, disability or retirement.
- (2) The PSUs awarded during the of 2016 fiscal year are based on the achievement of certain performance goals for fiscal year ending January 28, 2017 and will vest in three approximately equal installments over three years upon the Compensation Committee certification in March 2017 that performance was met and provided the named executive officers remain continuously employed with the company through the vesting dates. The Compensation Committee certified in March 2016 and March 2015 that the PSUs awarded in 2015 and 2014 achieved the established performance goal in fiscal years ended January 30, 2016 and January 31, 2015, respectively. These awards will vest in three approximately equal installments over three years provided the named executive officers remain continuously employed with the company through the vesting dates.

The award of 62,484 performance-based restricted stock units granted to Mr. Philbin on March 18, 2016 will cliff vest 100% in 2021, on the fifth anniversary of the grant date, only upon certification by the Compensation Committee that Mr. Philbin has satisfied the three-year performance criteria and Mr. Philbin remains continuously employed with the Company through the vesting date.

- (3) The performance-based restricted stock units granted on March 18, 2016 under the LTPP are based on the achievement of a three-year cumulative performance goal based on operating income for the performance period beginning on January 31, 2016 and ending on February 2, 2019. The amount of payment, if earned, will range from 0% to 200% of stated target and will be paid in 2019, when the achievement level is available and certified by the Committee. The performance-based restricted stock units granted on April 23, 2015 under the LTPP are based on the achievement of a three-year cumulative performance goal based on corporate synergies for the performance period beginning on February 1, 2015 and ending on the third anniversary of the effective date of the Company's merger with Family Dollar. The amount of payment, if earned, will range from 0% to 200% of stated target and will be paid in 2018, when the achievement level is available and certified by the Committee. The performance-based restricted stock units granted on April 1, 2014 under the LTPP are based on the achievement of a three-year cumulative performance goal based on operating income for the performance period beginning on February 2, 2014 and ending on January 28, 2017. The amount of payment, if earned, will range from 0% to 200% of stated target and will be paid in 2017, when the achievement level is available and certified by the Committee.
- (4) The award will vest one hundred percent (100%) on the fifth anniversary of the grant date only upon certification by the Compensation Committee that the one-year of positive net income performance criteria is achieved and Mr. Sasser remains continuously employed with the Company through the vesting date. In September of 2013, the Compensation Committee certified that the net income performance target was met for the award.
- (5) The award of restricted stock units awarded to Mr. Mac Naughton will fully vest on the second anniversary of the grant date provided the Compensation Committee certifies the one-year performance criteria is achieved.

Option Exercises and Stock Vested Table

In the table below, we list information on the exercise of options and the vesting of restricted stock units during the fiscal year ended January 28, 2017. The value realized on exercise of options represents the spread between the sale price and the option strike price at the time of exercise. The value realized on vesting of RSUs reflects the fair market value of the shares at time of vesting.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Bob Sasser	—	\$ —	79,425	\$ 6,386,803
Kevin Wampler	—	—	21,799	1,755,736
Gary Philbin	—	—	33,420	2,703,289
Duncan Mac Naughton	—	—	—	—
Robert H. Rudman	—	—	24,791	1,997,400

Non-Qualified Deferred Compensation

Named executive officers may elect to defer a portion of their base salary and up to 100% of their annual incentive bonus under our Non-Qualified Deferred Compensation (NQDC) Plan, an unfunded, non-qualified plan. Elections to defer amounts earned during the next calendar year are due by December 31 of each year, and are irrevocable. Deferred amounts are held for each participant in separate individual accounts in an irrevocable rabbi trust. Executives' accounts are credited with earnings or losses based on the rate of return of mutual funds selected by the executive, which he or she may change at any time. A deferral period and payment date must be irrevocably specified at election for each separate annual deferral. This deferral period must be at least two years in length, and the payment date can be any date on or after that point. Alternately, the payment can be tied to termination of employment, including retirement. The executive must also make an irrevocable election regarding payment terms, which may be either a lump sum, or in specified annual installments. Hardship withdrawals are available for unforeseeable emergency financial hardship situations, such as for an unexpected illness, accident or property loss. If a participant dies before receiving the full value of the deferral account balances, the designated beneficiary would receive the remainder of that benefit in the same payment form as originally specified (i.e., lump sum or installments). Executives are fully vested in their accounts and in the event the NQDC Plan is terminated upon a change in control of the company, the executives' entire account balances will be distributed.

Effective December 31, 2016, the NQDC Plan was frozen for contributions earned after calendar year 2016. The plan continues to exist going forward and retains all contributions and earnings previously allocated to it. Participants can continue to make investment and distribution election changes. All contributions earned on or after January 1, 2017 are allocated to the Family Dollar Compensation Deferral Plan. The Plan was renamed to the Dollar Tree and Family Dollar Supplemental Deferred Compensation Plan.

In the following table, we provide detailed information regarding accumulated amounts for our executives under our NQDC Plan.

Name	Executive Contributions in Last FY (\$)⁽¹⁾	Registrant Contributions in Last FY (\$)⁽²⁾	Aggregate Earnings in Last FY (\$)⁽³⁾	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
Bob Sasser	\$ —	\$ —	\$ —	\$ —	\$ —
Kevin Wampler	119,290	—	90,946	—	763,043
Gary Philbin	39,807	—	141,284	—	711,733
Duncan Mac Naughton	—	—	—	—	—
Robert H. Rudman	—	—	—	—	—

Footnotes to Non-Qualified Deferred Compensation Table:

- (1) Executives may defer a portion of their base salary and up to 100% of their annual incentive bonus into the NQDC Plan. The amounts contributed are included in their respective columns in the Summary Compensation Table.
- (2) We have not provided a match or other company-funded contribution, although the NQDC Plan allows us to do so.
- (3) Amounts deferred into the NQDC Plan are invested into select mutual funds, according to the instructions of the participating executive. Earnings shown reflect market gains and losses and may vary from year to year depending on the performance of the underlying funds.

Potential Payments upon Termination or Change of Control

We do not generally have arrangements with our named executive officers that provide for payments and benefits following termination of employment. We have change in control agreements with our named executive officers as discussed below. We also have an obligation to make payments and provide certain benefits to our named executive officers under some of our incentive plans resulting from termination of employment upon the occurrence of certain events such as a change of control or termination due to retirement, death or disability. Generally, these benefits are limited to the accelerated vesting of outstanding unvested equity awards, as further described under “Equity Compensation Plans” on page 52. Also see the “Change in Control Agreements” section on page 40 under the Compensation, Discussion and Analysis for more information on potential payments upon termination or change of control.

The following tables summarize the benefits payable to each of our named executive officers upon certain termination events, as if the triggering event had occurred on the last day of fiscal year 2016. These tables include those items which would provide incremental value to the executive. In addition to the amounts shown in the sections below, executives are entitled to receive compensation that has been outlined in previous tables, including salary through the date of termination, earned bonus (if any), and accumulated balances in the Non-Qualified Deferred Compensation Plan (if any).

Termination by Company “for cause”

In the event of termination “for cause,” generally defined as criminal misconduct, gross neglect of duties or violations of law or policy, no additional benefits are payable to any executive and vested but unexercised options are immediately forfeited.

Termination by Company without cause or by Executive for any reason

RSUs that previously vested converted to common stock on their vesting and remain the property of the executive after termination. In the event of termination by Dollar Tree without cause or by the executive for any reason, except in connection with death, disability, retirement or change in control, unvested restricted stock units and unvested options are cancelled. Options that vested previously remain exercisable for 90 days after termination, but not beyond the normal expiration date, usually ten years after grant. See the Outstanding Equity Awards Table for details.

Death, Disability or Retirement or Change in Control without Termination

Name	Unvested Options and Stock Awards⁽¹⁾	Performance-Based Options and Stock Awards⁽²⁾	Bonus Award under Long-Term Performance Plan⁽³⁾	Total
Bob Sasser	\$ 18,882,750	\$ 6,897,313	\$ 1,275,000	\$ 27,055,063
Kevin Wampler	1,134,890	1,922,930	850,000	3,907,820
Gary Philbin	1,839,994	7,466,610	1,100,000	10,406,604
Duncan Mac Naughton	—	999,971	—	999,971
Robert H. Rudman	1,289,285	1,969,286	800,000	4,058,571

(1) Under the terms of our outstanding stock award agreements, unvested restricted stock units and unvested stock options vest in full in the event of the executive's death, disability or retirement. Upon a change in control, whether or not resulting in termination, the Compensation Committee may accelerate vesting of RSUs and stock options in its discretion. The above amounts assume that, in all cases, unvested RSUs and stock options become vested. The stock options, whether previously vested or accelerated by a triggering event, remain exercisable for a period ranging from 90 days to the normal expiration date of the grant, which is 10 years after grant. RSUs convert to common stock on their vesting and remain the property of the executive after termination. The market value of stock awards is based on the closing price of our stock as of January 27, 2017, which was \$74.05. The intrinsic value of the stock options reflects the difference between the exercise price of the stock option and the closing price of our common stock at fiscal year end (\$74.05). Mr. Mac Naughton's 180,991 stock options were granted on January 27, 2017 with an exercise price of \$74.05, so the intrinsic value of these options for purposes of this table was 0.

(2) This column includes PSUs for which the performance measurements had been met as of the end of the fiscal year but which had not yet been certified by the action of the Compensation Committee. In addition, service requirements for these awards had not been satisfied as of the end of the fiscal year. This column also includes the target value of equity awards granted under the three-year LTPP for which performance measurements had not yet been met. The actual amount of the LTPP award that vests may vary between 0% and 200% depending upon achievement by executives of the applicable performance goals.

This column includes a one-time special retention award granted to Mr. Sasser on June 13, 2012. The award includes a five-year service requirement for vesting and a one-year performance requirement. The Compensation Committee certified in September of 2013 that the net income performance requirement was met. In the event of Mr. Sasser's death or disability, the service requirements will be deemed fully satisfied. Upon a change in control, the Compensation Committee may accelerate the vesting of the award in its sole discretion.

This column also includes a one-time special award granted to Mr. Philbin on March 18, 2016. This award includes a five-year service requirement for vesting and a three-year operating income performance requirement.

This column also includes performance-based restricted stock units awarded to Mr. Mac Naughton on January 27, 2017. This award has a two-year service requirement for vesting and a one-year performance criteria.

- (3) This column reflects the target value of performance bonuses granted under the LTPP. The actual amount of the performance bonus that vests may vary between 0% and 200% depending upon achievement by executives of the applicable performance goals.

Equity Compensation Plans

Each of the named executive officers has outstanding awards under our equity plans, including the Omnibus Incentive Plan, 2004 Executive Officer Equity Plan and the 2003 Equity Incentive Plan. Each of our plans includes provisions that may accelerate awards made to a named executive officer under such plan if certain termination and change in control events occurred. Our equity incentive plans cover grants to the named executive officers and certain other associates and consultants of certain incentives and rewards, including stock options, stock appreciation rights, restricted stock, restricted stock units, deferred stock, performance shares and performance units.

Under the Omnibus Incentive Plan, which is the only plan from which we currently make awards, accelerated vesting of equity awards upon a change in control shall occur in the event of an involuntary termination of service not for cause or for good reason within twenty-four months after a change in control. However, the Compensation Committee retains the discretion to accelerate the vesting of equity awards upon a change in control whether or not resulting in termination. "Change in control" is defined as:

- the sale, lease, exchange or other transfer of all or substantially all of our assets (in one transaction or in a series of related transactions) to a corporation that is not controlled by us,
- the approval by our shareholders of any plan or proposal for our liquidation or dissolution,
- a successful tender offer for our common stock, after which the tendering party holds more than a stated percentage of our issued and outstanding common stock, or
- a merger, consolidation, share exchange, or other transaction to which we are a party pursuant to which the holders of all of the shares of our common stock outstanding prior to such transaction do not hold, directly or indirectly, a stated percentage of the outstanding shares of the surviving company after the transaction.

As of June 19, 2008, the definition of change of control as defined in the award agreements with named executive officers is triggered only by an actual change of control (and not merely shareholder approval of such change). In addition, the portion of the definition relating to a change in voting power uses a "greater than 50%" threshold instead of "greater than 30%."

Generally, our award agreements provide for acceleration of vesting or the cancellation of forfeiture upon, and a mechanism for exercise or settlement within a reasonable time after death, disability or retirement.

Change in Control Agreements

The Compensation Committee established change-in-control retention agreements with certain executive officers that provide for payment in the event of a termination resulting from a change in control of the company. The Compensation Committee's intent with these agreements is to take reasonable steps to retain key management personnel and to minimize disruption in the event of a change in control. Agreements were drafted and signed in March 2007 with the following provisions:

- Severance benefits would be paid upon a change in control only upon an executive's termination without cause or resignation for good reason (as defined in the agreement) (commonly known as "double trigger").
- Severance benefits include a multiple (2.5 times for the CEO, and 1.5 times for other named executive officers) of the combination of the highest rate of salary previously paid to the executive plus the average of the prior three years' bonus amounts (with certain limits); a pro rata bonus for the year of termination; and medical continuation coverage for a limited period of time after termination.
- "Change in control" is defined to include (1) the change in incumbent directors; (2) acquisition of more than a stated percentage of outstanding shares by one person or a group of affiliated persons; (3) a merger or consolidation; and (4) a liquidation and dissolution.

In June 2008, the company updated its Corporate Governance Guidelines to reflect that all retention agreements entered into with named executive officers after June 19, 2008 or the modification of any existing agreements, shall be subject to the requirement that an actual change of control shall be required (and not merely shareholder approval of such change) and the portion of the definition relating to a change in voting power shall use a "greater than 50%" threshold instead of "greater than 30%."

Change in Control with Termination

Name	Change in Control Benefit	Earned but Unpaid Bonus⁽¹⁾	Value of Unvested Options and Stock Awards⁽²⁾	Value of Performance Based Options and Stock Awards⁽³⁾	Bonus Award under Long-Term Performance Plan⁽⁴⁾	Total
Bob Sasser	\$ 8,803,352	\$ 1,902,929	\$ 18,882,750	\$ 6,897,313	\$ 1,275,000	\$ 37,761,344
Kevin Wampler	1,646,021	386,267	1,134,890	1,922,930	850,000	5,940,108
Gary Philbin	2,914,051	823,725	1,839,994	7,466,610	1,100,000	14,144,380
Duncan Mac Naughton	⁽⁵⁾	1,000,000	—	999,971	—	1,999,971
Robert H. Rudman	1,794,017	450,227	1,289,285	1,969,286	800,000	6,302,815

- (1) The amounts in this column represent the annual bonus that we pay under our Management Incentive Compensation Plan. The amounts listed were earned in the year shown, but paid after the end of the fiscal year.
- (2) Value of unvested options and stock awards is based on fair market value as of fiscal year end. See also preceding table under death, disability or retirement.
- (3) This column reflects the value of unvested performance-based options and PSUs based on fair market value as of fiscal year end. The related performance goal had been met as of the end of the fiscal year but the awards had not been certified by action of the Compensation Committee. In addition, service requirements for these awards had not been satisfied as of the end of the fiscal year. This column includes the target value of equity awards granted under the three-year LTPP for which performance measurements and service requirements had not yet been met. The actual amount of the LTPP award that vests may vary between 0% and 200% depending upon achievement by executives of the applicable performance goals. This column also includes a one-time retention award granted to Mr. Sasser on June 13, 2012 and a one-time special award granted to Mr. Philbin on March 18, 2016. This column also includes performance-based restricted stock units awarded to Mr. Mac Naughton on January 27, 2017. This award has a two-year service requirement for vesting and a one-year performance criteria.

- (4) This column reflects the target value of the performance bonus granted under the LTPP. The actual amount of the performance bonus that vests may vary between 0% and 200% depending upon achievement by executives of the applicable performance goals.
- (5) As of the last day of our fiscal year, Mr. Mac Naughton had not yet executed a change in control agreement with the Company.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Review of transactions with related parties

Under our Code of Ethics, directors, officers and employees are required to disclose for approval any transactions, activities, interests or relationships that may create a conflict of interest (including financial transactions, investments and receipt of corporate gifts). The Audit Committee annually reviews related party transactions involving directors and named executive officers, questions regarding possible conflicts of interest, and other issues related to ethical business practices. The Company adheres to the foregoing policy for potential related person transactions but such policy is not in written form. Approval of such related person transactions is evidenced by Audit Committee resolutions in accordance with our practice of approving transactions in this manner.

Leases

We lease a store from DMK Associates, a partnership indirectly wholly-owned by members of Mr. Perry's and Mr. Brock's families. Rental payments to DMK Associates, including pass-through of common area maintenance, taxes, insurance and utilities, totaled approximately \$141,000 for each of 2016 and 2015, respectively. The store lease term was extended from April 2017 to March 2022 and we have future rental commitments of \$880,922 for this store. While we believe that the terms of this lease are reasonable, they were not negotiated on an arms-length basis.

We also leased two stores from trusts owned by Perry family members. Mr. Perry is a trustee of the trusts. The stores are located in shopping centers acquired by the trusts in 2011 and 2012, subsequent to the Company entering into the leases. Combined lease payments, including pass-through of common area maintenance, taxes and insurance for these stores totaled approximately \$306,000 and \$291,000 for 2016 and 2015, respectively. The terms of the leases with the trusts were negotiated on an arms-length basis.

Consulting Services

Michael Matacunas was hired as Dollar Tree's Chief Administrative Officer on July 1, 2013. Prior to his employment with Dollar Tree, Mr. Matacunas was the sole owner of The Parker Avery Group ("PAG"). In connection with the sale of all of his equity interest in PAG in 2013, Mr. Matacunas received, as partial consideration, a promissory note from PAG which remained outstanding on January 28, 2017. PAG provided consulting services to Dollar Tree during 2016 and 2015 for approximately \$31,523 and \$407,000, respectively. The terms of the services with PAG were negotiated on an arms-length basis.

OWNERSHIP OF COMMON STOCK

The table below shows the number of shares of our common stock beneficially owned on April 13, 2017 by:

- each of the Directors and nominees for director;
- each of the Named Executive Officers;
- all Directors and Executive Officers as a group; and
- each other person who has reported beneficial ownership of more than five percent of the outstanding common stock.

The address of each Director and Executive Officer of Dollar Tree is c/o Dollar Tree, Inc., 500 Volvo Parkway, Chesapeake, Virginia 23320. Percentage computations are based on 236,561,361 shares of our stock outstanding as of April 13, 2017.

Directors and Executive Officers	Beneficial Ownership ⁽¹⁾	
	Shares	Percent
Arnold S. Barron	52,816 ⁽²⁾	*
Gregory M. Bridgeford	3,459 ⁽³⁾	*
Macon F. Brock, Jr.	3,235,280 ⁽⁴⁾	1.3%
Mary Anne Citrino	76,036 ⁽⁵⁾	*
H. Ray Compton	275,797 ⁽⁶⁾	*
Conrad M. Hall	87,938 ⁽⁷⁾	*
Lemuel E. Lewis	58,868 ⁽⁸⁾	*
Bob Sasser	168,778 ⁽⁹⁾	*
Thomas A. Saunders III	2,553,924 ⁽¹⁰⁾	1%
Thomas E. Whiddon	22,799	*
Carl P. Zeithaml	24,279 ⁽¹¹⁾	*
David Jacobs	27,987 ⁽¹²⁾	*
Joshua Jewett	4,710 ⁽¹³⁾	*
Duncan Mac Naughton	0 ⁽¹⁴⁾	*
Michael Matacunas	16,937 ⁽¹⁵⁾	*
Gary A. Maxwell	1,701 ⁽¹⁶⁾	*
William A. Old, Jr.	13,713 ⁽¹⁷⁾	*
Gary M. Philbin	104,705 ⁽¹⁸⁾	*
Robert H. Rudman	0 ⁽¹⁹⁾	*
Kevin S. Wampler	141,723 ⁽²⁰⁾	*
Michael A. Witynski	17,025 ⁽²¹⁾	*
All current Directors and Executive Officers (21 persons)	6,888,475	2.9%
Other 5% Shareholders		
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, Pennsylvania 19355	20,979,296 ⁽²²⁾	8.89%
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	14,882,568 ⁽²³⁾	6.3%

* less than 1%

- (1) As used in this table, “beneficial ownership” means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. A person is deemed as of any date to have “beneficial ownership” of any security that such person has a right to acquire within 60 days after such date. Any security that any person named above has the right to acquire within 60 days is deemed to be outstanding for purposes of calculating the ownership percentage of such person, but is not deemed to be outstanding for purposes of calculating the ownership percentage of any other person. Deferred shares acquired by our directors through a deferred compensation plan are assumed to be issuable in a lump sum within 60 days if the director were to terminate service within such time.
- (2) Includes 20,009 deferred shares acquired through a deferred compensation plan which are assumed to be issuable if he were to conclude his Board service within 60 days. Includes 2,170 owned by a family member, over which Mr. Barron may indirectly exercise investment or voting power.

- (3) Includes 2,660 deferred shares acquired through a deferred compensation plan which are assumed to be issuable if he were to conclude his Board service within 60 days.
- (4) Includes 488,790 shares owned by trusts for the benefit of certain Brock family members, of which Mr. Brock is a trustee, 37,000 shares owned by a private foundation over which Mr. Brock and his wife, Joan P. Brock, exercise shared control, 536,170 shares held in Grantor Retained Annuity Trusts, 753,285 shares owned by Mr. Brock's wife and 63,000 shares issuable within 60 days upon exercise of stock options, but excludes 14,472 shares underlying otherwise unvested restricted stock units.
- (5) Includes 61,537 deferred shares acquired through a deferred compensation plan which are assumed to be issuable if she were to conclude her Board service within 60 days.
- (6) Includes 200,000 shares owned by two separate trusts for the benefit of certain Compton family members, over which Mr. Compton may indirectly exercise investment or voting power.
- (7) Includes 10,000 shares owned by a private foundation over which Mr. Hall has the power to vote and dispose of the shares on behalf of the foundation, and 22,139 deferred shares acquired through a deferred compensation plan which are assumed to be issuable if he were to conclude his Board service within 60 days.
- (8) Includes 47,839 deferred shares acquired through a deferred compensation plan which are assumed to be issuable if he were to conclude his Board service within 60 days.
- (9) Includes 64,002 shares issuable within 60 days upon exercise of stock options, but excludes 359,361 shares underlying otherwise unvested restricted stock units.
- (10) Includes 63,756 shares owned by irrevocable trusts for the benefit of certain Saunders family members, of which Mr. Saunders is a trustee, and 91,843 shares issuable upon exercise of stock options.
- (11) Represents 23,480 deferred shares acquired through a deferred compensation plan which are assumed to be issuable if he were to conclude his Board service within 60 days.
- (12) Excludes 28,831 shares underlying unvested restricted stock units.
- (13) Excludes 5,050 shares underlying unvested stock options and 7,378 shares underlying unvested restricted stock units.
- (14) Excludes 180,991 shares underlying unvested stock options and 38,994 shares underlying unvested restricted stock units.
- (15) Excludes 29,860 shares underlying unvested restricted stock units.
- (16) Excludes 19,159 shares underlying unvested restricted stock units.
- (17) Excludes 28,834 shares underlying unvested restricted stock units.
- (18) Excludes 123,892 shares underlying unvested restricted stock units.
- (19) Excludes 37,016 shares underlying unvested restricted stock units.
- (20) Excludes 36,400 shares underlying unvested restricted stock units.
- (21) Excludes 21,362 shares underlying unvested restricted stock units.

- (22) Includes shares held or controlled by The Vanguard Group, Inc. and its subsidiaries, Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd. Based on Schedule 13G/A filed on February 9, 2017 by The Vanguard Group, Inc. for the period ended December 31, 2016. The Vanguard Group reported sole voting power with respect to 366,747 shares, shared voting power with respect to 43,148 shares, sole dispositive power with respect to 20,570,865 shares and shared dispositive power with respect to 408,431 shares.
- (23) Includes shares held or controlled by BlackRock, Inc. and its subsidiaries, including BlackRock Japan Co. Ltd, BlackRock Advisors (UK) Limited, BlackRock Asset Management Deutschland AG, BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Canada Limited, BlackRock Advisors LLC, BlackRock Financial Management, Inc., BlackRock Investment Management, LLC, BlackRock Investment Management (Australia) Limited, BlackRock (Luxembourg) S.A., BlackRock (Netherlands) B.V., BlackRock (Singapore) Limited, BlackRock Asset Management Schweiz AG, BlackRock Asset Management North Asia Limited, BlackRock Fund Managers Ltd, BlackRock Asset Management Ireland Limited, BlackRock International Ltd, BlackRock Life Limited, BlackRock Investment Management UK Ltd and FutureAdvisor, Inc. Based on Schedule 13G/A filed on January 23, 2017 by BlackRock, Inc. for the period ended December 31, 2016. BlackRock reported sole voting power with respect to 12,459,179 shares, shared voting power with respect to 11,861 shares, sole dispositive power with respect to 14,870,707 shares and shared dispositive power with respect to 11,861 shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, officers and persons who own more than 10% of our stock to file reports of ownership and changes in ownership of our stock with the Securities and Exchange Commission and NASDAQ, and to provide us with copies of these reports.

SEC regulations require us to identify anyone who filed a required report late during the most recent fiscal year. Based solely on our review of the reports and written representations furnished to us, we believe that all of these reporting persons complied with their filing requirements for 2016, except for Duncan Mac Naughton and Macon F. Brock, Jr. who each had one Form 4 transaction that was inadvertently filed late.

EQUITY COMPENDATION PLAN INFORMATION

The following table summarizes information regarding shares issuable as of January 28, 2017, under our equity compensation plans, including the number of shares of common stock subject to options, restricted stock units, deferred shares and other rights granted to employees, consultants and members of our Board of Directors; the weighted-average exercise price of outstanding options; and the number of shares remaining available for future award grants under these plans. Additional information regarding our equity compensation plans can be found in footnote 9 of our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

Equity compensation plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Plans approved by security holders ⁽¹⁾	1,970,733	\$ 25.61	22,030,453
Plans not approved by security holders ⁽²⁾	—	—	—

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- (a) Amounts represent outstanding options, restricted stock units and deferred (“phantom”) shares as of January 28, 2017.
 - (b) Not included in the calculation of weighted-average exercise price are (i) 1,554,924 restricted stock units and (ii) 191,608 deferred shares.
 - (c) Amounts represent shares remaining available for future awards under all of our equity-based plans, including shares remaining under our qualified Employee Stock Purchase Plan and our 2013 Director Deferred Compensation Plan. Out of the 22,030,453 shares remaining available for future issuance, 3,288,784 represent the number of shares remaining available for future issuance under our Employee Stock Purchase Plan as of January 28, 2017.
- (1) Equity-based plans approved by our shareholders include: the 2003 Equity Incentive Plan, the 2003 Non-Employee Director Stock Option Plan, the 2013 Director Deferred Compensation Plan, the 2004 Executive Officer Equity Plan, the 2015 Employee Stock Purchase Plan (which replaced a predecessor plan), and the Omnibus Incentive Plan.
 - (2) Does not include 636,243 shares to be issued upon the exercise of options with a weighted-average exercise price of \$72.02, and 64,577 restricted stock units that were granted under the 2006 Incentive Plan assumed by us in connection with our merger with Family Dollar.

PROPOSAL NO. 2-ADVISORY VOTE ON EXECUTIVE COMPENSATION PROGRAM

Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) provides that shareholders will have an opportunity to vote to approve, on an advisory, non-binding basis, the compensation of named executive officers as disclosed in the Proxy Statement in accordance with the SEC’s rules, including Section 14A of the Securities Exchange Act of 1934.

As described in the Compensation Discussion and Analysis, the Company is committed to a pay-for-performance policy. To that end, our executive compensation program is designed to: (1) align executive pay with shareholders’ interests; (2) recognize individual initiative and achievements; (3) attract, motivate and retain highly qualified executives; and (4) unite the executive management team to a common objective. We expect a significant portion of an executive’s total compensation to be at risk, tied to both our annual and long-term performance. Please read our Compensation Discussion and Analysis beginning on page 25 and the tables and narrative that follow for additional details about our executive compensation program.

This proposal, commonly known as a “Say-on-Pay” proposal, gives our shareholders the opportunity to express their views on the compensation paid to our named executive officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company’s named executive officers and the philosophy, policies and practices as disclosed in this Proxy Statement. Accordingly, the Company is asking its shareholder to vote “FOR” the following resolution at the 2017 Annual Meeting:

“RESOLVED, that the Company’s shareholders approve, on an advisory basis, the compensation of our named executive officers, as 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 this Proxy Statement.”

Vote Required

The advisory vote on the executive compensation program will be passed if the votes cast “FOR” the proposal exceed the votes cast “AGAINST” it. The vote is advisory and will not be binding upon our Board of

Directors. However, the Board of Directors and the Compensation Committee value the opinions that our shareholders express in their votes and to the extent there is any significant vote against the proposal, we will consider the shareholders' concerns in making future executive compensation decisions.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION PROGRAM.

PROPOSAL NO. 3-ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON OUR EXECUTIVE COMPENSATION PROGRAM

The Dodd-Frank Act also provides that shareholders will have an opportunity to vote, on an advisory, non-binding basis, on how frequently they would like to cast an advisory vote on the compensation of our named executive officers. By voting on this proposal, shareholders may indicate whether they would prefer an advisory vote on named executive officer compensation every year, every two years or every three years, or may abstain from voting.

After careful consideration of the frequency alternatives, the Board believes that conducting an advisory vote on executive compensation every year is appropriate for Dollar Tree and its shareholders. Shareholders will have the opportunity to assess on an annual basis whether our executive compensation program is aligned to our business strategy and adequately linked to Company performance. Holding an advisory vote every year facilitates shareholder engagement by allowing shareholders to express their support or opposition to the Company's executive compensation program on a timely basis. Additionally, the Board believes an annual advisory vote promotes corporate transparency.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, three years or abstain from voting when you vote in response to this proposal. If none of the frequency options receives a majority of the votes cast, the option that receives the highest number of votes cast by shareholders will be considered the frequency for the advisory vote on executive compensation that has been selected by shareholders. Although the vote is advisory and not binding on the Board of Directors, the Board will take into account the frequency selected by the shareholders when making a determination as to the frequency of future Say on Pay votes.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR HOLDING A VOTE ONCE EVERY YEAR ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON OUR EXECUTIVE COMPENSATION PROGRAM.

PROPOSAL NO. 4-RATIFICATION OF APPOINTMENT BY THE AUDIT COMMITTEE OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017

Our Audit Committee, which consists entirely of independent directors, has selected KPMG LLP ("KPMG") to serve as our independent registered public accounting firm for fiscal year 2017. KPMG has served as our independent registered public accounting firm since 1986. You are being asked to ratify the appointment by our Audit Committee of KPMG as our independent registered public accounting firm for fiscal year 2017.

Shareholder ratification of the selection of KPMG as the Company's independent registered public accounting firm is not required by the Company's Bylaws or otherwise. The Company is submitting the selection of KPMG to its shareholders for ratification as a matter of good corporate governance. If our shareholders do not ratify the selection of KPMG, the Audit Committee will reconsider whether or not to retain KPMG in the future. However, the Audit Committee is not bound by a vote either for or against the firm. A representative of KPMG will be present at the 2017 Annual Meeting of Shareholders. The representative will have the opportunity to make a statement and will be available to respond to appropriate questions.

Independent Registered Public Accounting Firm Fees

The table below shows the aggregate fees billed by KPMG for professional services rendered in connection with the audit of our annual financial statements set forth in our Annual Report on Form 10-K for the fiscal years ended January 28, 2017 and January 30, 2016; the audit of our internal control over financial reporting as of January 28, 2017 and January 30, 2016; and the review of our unaudited quarterly financial statements set forth in our Quarterly Reports on Form 10-Q for each of our fiscal quarters during 2016 and 2015, as well as fees paid to KPMG for audit-related work, tax compliance, tax planning and other services:

	Fiscal 2016	Fiscal 2015
Audit fees	\$ 3,393,955	\$ 4,518,440
Audit-related fees ^(a)	63,300	19,500
Tax fees	—	—
All other fees	—	—
Total fees	3,457,255	4,537,940

(a) Audit-related fees consist of fees for services related to the audit of financial statements of our employee benefit plans for Dollar Tree and Family Dollar.

We did not engage our principal accountants to provide any professional services in connection with operating our information systems or designing or implementing hardware or software that aggregates source data underlying the financial statements or generates information.

All audit work performed by KPMG is approved in advance by our Audit Committee, including the amount of fees due and payable to them for such work. In addition, our Audit Committee also approves all non-audit related work performed by KPMG in advance of the commencement of such work. Our Audit Committee has delegated to the chairman of the committee the right to approve such non-audit related assignments between meetings of the committee, and the chairman then reports on all such approvals at the next meeting of the committee, which considers ratification of such approvals by the committee chairman. In 2016, all services provided by KPMG were approved by our Audit Committee in advance of the performance of work by KPMG.

The Audit Committee of our Board has determined that the non-audit services rendered by our independent accountants during our most recent fiscal year are compatible with maintaining their independence.

Vote Required

Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2017 requires the affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy. Should such shareholder vote not be obtained, the appointment will not be ratified.

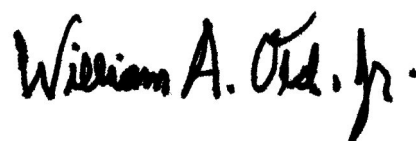
**OUR BOARD RECOMMENDS A VOTE “FOR” THE RATIFICATION OF KPMG LLP AS OUR
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.**

OTHER MATTERS

Copies of Form 10-K Available

We will provide a copy of our Annual Report on Form 10-K for our fiscal year ended January 28, 2017, as filed with the Securities and Exchange Commission, which includes our consolidated financial statements and notes to our financial statements, to any shareholder upon written request. The exhibits to the Form 10-K will be furnished upon request and upon payment of the cost of reproduction. Requests should be sent to the Corporate Secretary, at our corporate offices, 500 Volvo Parkway, Chesapeake, Virginia 23320. Our SEC filings, including exhibits, are also available online at our company website, www.DollarTreeinfo.com, under the heading "Investor Relations."

By order of the Board of Directors,

A handwritten signature in black ink that reads "William A. Old, Jr." with a stylized, cursive script.

William A. Old, Jr.
Corporate Secretary

Chesapeake, Virginia
May 5, 2017