

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Mantle Ridge LP (Last) (First) (Middle) 712 FIFTH AVENUE, SUITE 17F (Street) NEW YORK, NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/16/2022	3. Issuer Name and Ticker or Trading Symbol DOLLAR TREE, INC. [DLTR]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> Director by deputization		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,365,631	I	See footnotes (1) (2) (3) (4) (5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Physically settled call options (right to buy)	11/08/2021	04/01/2024	Common Stock	252,460	\$ 75	I	See footnote (6)
Physically settled call options (right to buy)	11/09/2021	04/01/2024	Common Stock	502,401	\$ 70	I	See footnote (6)
Physically settled call options (right to buy)	11/11/2021	04/01/2024	Common Stock	493,231	\$ 70	I	See footnote (6)
Physically settled call options (right to buy)	11/12/2021	04/01/2024	Common Stock	116,250	\$ 70	I	See footnote (6)
Call options on cash-settled forwards (right to buy)	08/12/2021	02/13/2023	Common Stock	114,749	\$ 55.8	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	08/13/2021	02/13/2023	Common Stock	35,171	\$ 55.94	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	08/16/2021	02/16/2023	Common Stock	240,105	\$ 56.06	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	08/17/2021	02/17/2023	Common Stock	290,000	\$ 55.29	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	08/18/2021	02/21/2023	Common Stock	388,000	\$ 55.88	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	08/19/2021	02/21/2023	Common Stock	310,000	\$ 55.61	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	08/20/2021	02/21/2023	Common Stock	128,986	\$ 56.09	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	10/29/2021	04/01/2024	Common Stock	1,753,655	\$ 55	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	10/29/2021	04/15/2024	Common Stock	1,753,655	\$ 55	I	See footnotes (7) (8)

Call options on cash-settled forwards (right to buy)	10/29/2021	05/01/2024	Common Stock	1,753,655	\$ 55	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	11/03/2021	04/01/2024	Common Stock	184,000	\$ 60	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	11/05/2021	04/01/2024	Common Stock	301,800	\$ 60	I	See footnotes (7) (8)
Call options on cash-settled forwards (right to buy)	11/09/2021	04/01/2024	Common Stock	2,160,401	\$ 70	I	See footnotes (7) (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mantle Ridge LP 712 FIFTH AVENUE, SUITE 17F NEW YORK, NY 10019				Director by deputization
MR Cobalt Advisor LLC 712 FIFTH AVENUE, SUITE 17F NEW YORK, NY 10019				Director by deputization
Hilal Paul C 712 FIFTH AVENUE, SUITE 17F NEW YORK, NY 10019	X			

Signatures

MANTLE RIDGE LP, By: Mantle Ridge GP LLC, its general partner, By: PCH MR Advisor Holdings LLC, its managing member, By: /s/ Paul C. Hilal, Paul C. Hilal, Sole Member		03/22/2022
**Signature of Reporting Person		Date
MR COBALT ADVISOR LLC, By: Mantle Ridge LP, its sole member, By: Mantle Ridge GP LLC, its general partner, By: PCH MR Advisor Holdings LLC, its managing member, By: /s/ Paul C. Hilal, Paul C. Hilal, Sole Member		03/22/2022
**Signature of Reporting Person		Date
/s/ Paul C. Hilal, Paul C. Hilal		03/22/2022
**Signature of Reporting Person		Date

Explanation of Responses:

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

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

(1) In addition to Mantle Ridge LP, a Delaware limited partnership ("Mantle Ridge"), this Form 3 is being filed jointly by MR Cobalt Advisor LLC, a Delaware limited liability company ("MR Cobalt"), and Paul C. Hilal, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Mantle Ridge and may be deemed to have a pecuniary interest in securities reported on this Form 3 (the "Subject Securities"). All Subject Securities reported on this Form 3 are rounded up to the nearest whole share.

(2) MR Cobalt, a wholly owned subsidiary of Mantle Ridge, advises the accounts of MR Cobalt Offshore Fund AB Ltd, MR Cobalt Offshore Fund CB 01 Ltd and MR Cobalt Offshore Fund CB 02 Ltd, each a Cayman Islands exempted company (all such funds and their subsidiaries together, the "Mantle Ridge Funds").

(3) MR Cobalt, as the investment adviser to the Mantle Ridge Funds, and Mantle Ridge, as the sole member of MR Cobalt, each may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. By virtue of Paul C. Hilal's position as ultimately controlling MR Cobalt and Mantle Ridge, Paul C. Hilal may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

(4) Paul C. Hilal is a member of the board of directors of the Issuer, and as a result, each of the other Reporting Persons may be directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

(5) This consists of 11,365,531 shares of Common Stock held by the Mantle Ridge Funds and 100 shares of Common Stock purchased by Mr. Hilal for his own account.

(6) The Mantle Ridge Funds hold American-style call options on forwards (the "Call Options") which may be physically settled referencing an aggregate of 1,364,342 shares of Common Stock.

(7) Certain of the Mantle Ridge Funds are party to American-style call options on cash-settled forwards (the "CSF Option Agreements"). Under the terms of the CSF Option Agreements, if such Mantle Ridge Fund exercises an option (and unless such Mantle Ridge Fund elects to settle such option for cash or for a net number of exercised forward agreements), upon paying the strike price, such Mantle Ridge Fund and its counterparty will be deemed to enter into cash-settled forward transactions referencing an aggregate number of shares of Common Stock equal to the number of options underlying the exercised option under the CSF Option Agreements.

(Continued from Footnote 7) Under the terms of the cash settled forward agreements, such Mantle Ridge Fund will pay to the counterparty any decrease in, and receive from the counterparty any increase in, the market price of the referenced notional number of shares of Common Stock during a period determined in accordance with the cash settled forward agreement around each valuation date compared with a forward price (which includes a financing charge) agreed by the parties, as adjusted to account for any cash dividends or distributions declared by the Issuer. The strike price plus a previously paid premium for the relevant CSF Option Agreement equals the forward price of the Cash Settled Forward Agreement subject to any adjustment as discussed.

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

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