

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Mantle Ridge LP</u> (Last) (First) (Middle) <u>712 FIFTH AVENUE, SUITE 17F</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DOLLAR TREE, INC. [DLTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Director by deputization</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Call options on cash-settled forwards (right to buy)	\$55.8	12/09/2022		X		114,749		08/12/2021	02/13/2023	Common Stock	114,749	(5)	0	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.8	12/09/2022		X		114,749		12/13/2022	12/15/2025	Common Stock	114,749	(5)	114,749	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.8	12/09/2022		J		44,490		12/13/2022	12/15/2025	Common Stock	44,490	\$143.91	70,259	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Call options on cash-settled forwards (right to buy)	\$55.94	12/09/2022		X		35,171		08/13/2021	02/13/2023	Common Stock	35,171	(5)	0	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.94	12/09/2022		X		35,171		12/13/2022	12/15/2025	Common Stock	35,171	(5)	35,171	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.94	12/09/2022		J		13,672		12/13/2022	12/15/2025	Common Stock	13,672	\$143.91	21,499	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Call options on cash-settled forwards (right to buy)	\$56.06	12/09/2022		X		240,105		08/16/2021	02/16/2023	Common Stock	240,105	(5)	0	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$56.06	12/09/2022		X		240,105		12/13/2022	12/15/2025	Common Stock	240,105	(5)	240,105	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$56.06	12/09/2022		J		93,534		12/13/2022	12/15/2025	Common Stock	93,534	\$143.91	146,571	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call options on cash-settled forwards (right to buy)	\$55.29	12/09/2022		X			290,000	08/17/2021	02/17/2023	Common Stock	290,000	(5)	0	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.29	12/09/2022		X		290,000		12/13/2022	12/15/2025	Common Stock	290,000	(5)	290,000	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.29	12/09/2022		J			111,414	12/13/2022	12/15/2025	Common Stock	111,414	\$143.91	178,586	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Call options on cash-settled forwards (right to buy)	\$55.88	12/09/2022		X			388,000	08/18/2021	02/21/2023	Common Stock	388,000	(5)	0	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.88	12/09/2022		X		388,000		12/13/2022	12/15/2025	Common Stock	388,000	(5)	388,000	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.88	12/09/2022		J			150,664	12/13/2022	12/15/2025	Common Stock	150,664	\$143.91	237,336	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Call options on cash-settled forwards (right to buy)	\$55.61	12/09/2022		X			310,000	08/19/2021	02/21/2023	Common Stock	310,000	(5)	0	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.61	12/09/2022		X		310,000		12/13/2022	12/15/2025	Common Stock	310,000	(5)	310,000	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$55.61	12/09/2022		J			119,801	12/13/2022	12/15/2025	Common Stock	119,801	\$143.91	190,199	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Call options on cash-settled forwards (right to buy)	\$56.09	12/09/2022		X			128,986	08/20/2021	02/21/2023	Common Stock	128,986	(5)	0	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$56.09	12/09/2022		X		128,986		12/13/2022	12/15/2025	Common Stock	128,986	(5)	128,986	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Cash-settled forward contracts	\$56.09	12/09/2022		J			50,275	12/13/2022	12/15/2025	Common Stock	50,275	\$143.91	78,711	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

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)

1. Name and Address of Reporting Person *		
MR Cobalt Advisor LLC		
(Last)	(First)	(Middle)
712 FIFTH AVENUE, SUITE 17F		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Hilal Paul C		
(Last)	(First)	(Middle)
712 FIFTH AVENUE, SUITE 17F		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

Explanation of Responses:

- In addition to Mantle Ridge LP, a Delaware limited partnership ("Mantle Ridge"), this Form 4 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 4 (the "Subject Securities"). All Subject Securities reported on this Form 4 are rounded up to the nearest whole share.
- 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").
- 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.
- 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.
- In order to comply with a contractual commitment in one of the Mantle Ridge Funds, all of its CSF-Option Agreements were net settled into an equivalent net number of Cash Settled Forward Agreements. The terms of the CSF-Option Agreements and Cash Settled Forward Agreements are described in a prior Form 3 filing. These transactions were effected solely to the extent required to satisfy the pre-existing contractual commitment described above. This settlement transaction fully satisfies that commitment, and none of the other Mantle Ridge Funds have a similar commitment.

Remarks:

[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](#) 12/13/2022

[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](#) 12/13/2022

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.