

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under §240.14a-12

DOLLAR TREE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies: _____
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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
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- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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The following email was prepared for distribution to certain employees of Dollar Tree, Inc. on December 12, 2021.



To: Dollar Tree and Family Dollar Managers and Higher
From: Mike Witynski, President and CEO
Date: December 12, 2021
Re: Update on Shareholder Engagement

As you may have seen, one of our new investors, Mantle Ridge, has submitted a notice to nominate candidates to the Board of Directors. Our Board recently met with Mantle Ridge, as we regularly do with large investors, to learn more about their ideas and perspectives about our Company.

Unfortunately, despite our repeated asks, Mantle Ridge was unable to articulate ways to improve our business and strategy, and instead came with outdated information, and with a pre-determined settlement demand. Our Board responded with what we believe was a reasonable counteroffer. I invite you to read our Board's full statement, which details our recent engagement with Mantle Ridge, here [LINK to press release filed on Form 8-K on December 13, 2021].

Our Board is unanimous that Mantle Ridge's demand is unwarranted, especially given our increasingly strong performance from our strategic initiatives underway. Simply put, giving in to an activist investor's unreasonable demands would not be in the best interests of Dollar Tree's shareholders, customers and Associates and we will not do so.

Our direction is clear. We are continuing to execute on our strategic initiatives. It's important not to be distracted by this news. We encourage everyone to stay focused on our business and on living up to our core values, especially as we continue serving our communities and customers in the ever-important holiday season.

If you receive any inquiries about this from the media or other third parties, please do not respond and direct them to Investor Relations [LINK to Investor Relations email address].

Thank you for all you do and for your continued commitment to Dollar Tree and Family Dollar.

The following notices are required by law:

Additional Information

Dollar Tree, Inc. ("Dollar Tree") plans to file a proxy statement with the U.S. Securities and Exchange Commission (the "SEC") in connection with its solicitation of proxies for its 2022 Annual Meeting of Stockholders (the "2022 Annual Meeting"). **DOLLAR TREE STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE DEFINITIVE PROXY STATEMENT (AND ANY AMENDMENTS AND SUPPLEMENTS THERETO) AND ACCOMPANYING WHITE PROXY CARD AND ANY OTHER RELEVANT SOLICITATION MATERIALS WHEN THEY ARE FILED AS THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders may obtain the proxy statement, any amendments or supplements to the proxy statement and other documents as and when filed by Dollar Tree with the SEC without charge from the SEC's website at www.sec.gov.

Certain Information Regarding Participants

Dollar Tree, its directors and certain of its executive officers may be deemed to be participants in connection with the solicitation of proxies from Dollar Tree stockholders in connection with the matters to be considered at the 2022 Annual Meeting. Information regarding the ownership of Dollar Tree's directors and executive officers in Dollar Tree stock is included in their SEC filings on Forms 3, 4 and 5, which can be found through the SEC's website at www.sec.gov. More detailed and updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement to be filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

Cautionary Statements Regarding Forward-Looking Information

This communication may contain certain "forward-looking statements" as that term is used in the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the fact that they address future events, developments and results and do not relate strictly to historical facts. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. Forward-looking statements include, without limitation, statements preceded by, followed by or including words such as "believe," "anticipate," "expect," "intend," "plan," "view," "target" or "estimate," "may," "will," "should," "predict," "possible," "potential," "continue," "strategy," and similar expressions. Although Dollar Tree believes that the expectations reflected in these forward-looking statements are reasonable, these statements are not guarantees of future performance and involve risks and uncertainties, which are subject to change based on various important factors (some of which are beyond Dollar Tree's control). Moreover, new risks and uncertainties emerge from time to time and it is not possible for Dollar Tree to predict all risks and uncertainties that could have an impact on its forward-looking statements. More detailed information about these factors may be found in filings made by Dollar Tree with the SEC, including Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. Dollar Tree is under no obligation to, and expressly disclaims any such obligation to, update or alter forward-looking statements, whether as a result of new information, future events, or otherwise.
