
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)

Dollar Tree, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

256746108

(CUSIP Number)

Paul C. Hilal
Mantle Ridge LP, 712 Fifth Avenue, Suite 17F
New York City, NY, 10006
646-762-8540

Clayton I. Simmons
Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza
New York City, NY, 10006
212-225-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

06/24/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP	256746108
Number(s):	

1	Name of reporting person	Mantle Ridge LP
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2	Check the appropriate box if a member of a Group (See Instructions)	
	<input type="checkbox"/>	(a)
	<input type="checkbox"/>	(b)
3	SEC use only	
4	Source of funds (See Instructions)	
	OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6	Citizenship or place of organization	
	DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
		0.00
	8	Shared Voting Power
		209,944.00
9	Sole Dispositive Power	
	0.00	
10	Shared Dispositive Power	
	209,944.00	
11	Aggregate amount beneficially owned by each reporting person	
	209,944.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)	
	<input type="checkbox"/>	
13	Percent of class represented by amount in Row (11)	
	0.1 %	
14	Type of Reporting Person (See Instructions)	
	PN	

Comment for Type of Reporting Person:

* All percentage calculations set forth herein are based upon the aggregate of 192,174,588 shares of Common Stock outstanding as of May 26, 2026, as reported in Dollar Tree, Inc.'s Form 10-Q filed with the U.S. Securities and Exchange Commission (the "SEC") on May 28, 2026.

SCHEDULE 13D

CUSIP 256746108
Number(s):

1	Name of reporting person	
	MR Cobalt Advisor LLC	
2	Check the appropriate box if a member of a Group (See Instructions)	
	<input type="checkbox"/>	(a)
	<input type="checkbox"/>	(b)
3	SEC use only	

4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 209,944.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 209,944.00
11	Aggregate amount beneficially owned by each reporting person 209,944.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.1 %	
14	Type of Reporting Person (See Instructions) IA	

Comment for Type of Reporting Person:

*All percentage calculations set forth herein are based upon the aggregate of 192,174,588 shares of Common Stock outstanding as of May 26, 2026, as reported in Dollar Tree, Inc.'s Form 10-Q filed with the SEC on May 28, 2026.

SCHEDULE 13D

CUSIP Number(s):	256746108
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1	Name of reporting person Paul C. Hilal
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>

6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 100.00
	8	Shared Voting Power 209,944.00
	9	Sole Dispositive Power 100.00
	10	Shared Dispositive Power 209,944.00
11	Aggregate amount beneficially owned by each reporting person 210,044.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.1 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:

*All percentage calculations set forth herein are based upon the aggregate of 192,174,588 shares of Common Stock outstanding as of May 26, 2026, as reported in Dollar Tree, Inc.'s Form 10-Q filed with the SEC on May 28, 2026.

SCHEDULE 13D

Item 1. Security and Issuer

(a) **Title of Class of Securities:**

Common Stock, par value \$0.01 per share

(b) **Name of Issuer:**

Dollar Tree, Inc.

(c) **Address of Issuer's Principal Executive Offices:**

500 Volvo Parkway, Chesapeake, VIRGINIA , 23320.

Item 1 Comment:

This Amendment No. 6 (this "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons with the SEC on November 12, 2021 (as amended and supplemented by that certain Amendment No. 1 filed by the Reporting Persons with the SEC on December 10, 2021, by that certain Amendment No. 2 filed by the Reporting Persons with the SEC on January 18, 2022, by that certain Amendment No. 3 filed by the Reporting Persons with the SEC on March 8, 2022, by that certain Amendment No. 4 filed by the Reporting Persons with the SEC on December 21, 2023, and by that certain Amendment No. 5 filed by the Reporting Persons with the SEC on July 15, 2025, the "Initial 13D"), relating to their beneficial ownership in the Issuer. Except to the extent set forth in this Amendment, all information disclosed in the Initial 13D remains unchanged. Capitalized terms not defined in this Amendment shall have the respective meanings ascribed to them in the Initial 13D.

The information set forth in response to each separate item below shall be deemed to be a response to all Items where such information is relevant. The Initial 13D is hereby amended as follows:

ITEM 1. SECURITY AND ISSUER

Item 1 is hereby amended and restated to read in its entirety as follows:

This statement on Schedule 13D ("Schedule 13D") relates to the common stock, par value \$0.01 per share (the "Common Stock"), of Dollar Tree, Inc., a Virginia corporation (the "Issuer"). The principal executive offices of the Issuer are located at 500 Volvo Parkway, Chesapeake, Virginia 23320.

On June 24, 2026, certain of the Mantle Ridge Funds took the actions described in Item 4 below. After giving effect to the transactions contemplated thereby, (a) Mantle Ridge, MR Cobalt Advisor and Mr. Hilal each beneficially owns an aggregate 209,944 shares of Common Stock, and Mr. Hilal beneficially owns an aggregate 210,944 shares of Common Stock, in each case representing approximately 0.1% of the outstanding shares of Common Stock as of May 26, 2026, and (b) Mantle Ridge and MR Cobalt Advisor each retain a total economic exposure to an aggregate 209,944 shares of Common Stock, and Mr. Hilal retains a total economic exposure to 210,944 shares of Common Stock, in each case representing approximately 0.1% of the outstanding shares of Common Stock as of May 26, 2026, in the case of each of (a) and (b) based on the disclosure set forth in the Issuer's Form 10-Q filed with the SEC on May 28, 2026.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by the addition of the following:

On June 24, 2026, based on elections made by the limited partners of the Mantle Ridge Funds, Mantle Ridge distributed in kind 10,476,108 shares of Common Stock to those of the Mantle Ridge limited partners of the Mantle Ridge Funds who elected to receive shares of Common Stock, of which 209,944 shares of Common Stock remain controlled by the general partner of the Mantle Ridge Funds. A portion of such shares of Common Stock comprised 602,170 shares of Common Stock obtained through the physical settlement, on June 24, 2026, by certain of the Mantle Ridge Funds of a portion of their Deemed PSF Agreements. Additionally, to facilitate the preference of those limited partners seeking cash, certain of the Mantle Ridge Funds sold, pursuant to Rule 144 under the Securities Act of 1933, as amended, an aggregate 2,230,455 shares of Common Stock at a price per share of \$111.31.

Substantially concurrently with the foregoing, the Mantle Ridge Funds terminated all of their remaining Deemed PSF Agreements, covering 934,341 shares of Common Stock, and their remaining Deemed CSF Agreements, covering 9,655,604 shares of Common Stock, in each case using a reference price per share of \$111.31.

Following the transactions described above, Paul Hilal will continue serving on the board of directors of the Issuer. Those shares that remain under his voting or dispositive control will remain subject to the disclosure, reporting, and other obligations of the securities laws.

Item 5. Interest in Securities of the Issuer

- (a) (a) Item 5(a) is hereby amended and supplemented by the addition of the following:

Information about the number and percentage of shares of Common Stock beneficially owned by the Reporting Persons is set forth in Item 1, and that information is incorporated by reference herein.

- (b) (b) Item 5(b) is hereby amended and supplemented by the addition of the following:

Information about the number and percentage of shares of Common Stock beneficially owned by the Reporting Persons is set forth in Item 1, and that information is incorporated by reference herein.

- (c) (c) Item 5(c) is hereby amended and supplemented by the addition of the following:

(c) The transactions contemplated by the agreements described in Item 4 above are the only transactions in shares of Common Stock effected in the 60 days prior to the date of this Amendment.

- (e) (e) After giving effect to the transactions contemplated by the agreements described in Item 4 above, the Reporting Persons ceased to be beneficial owners of more than 5% of the Issuer's outstanding shares of Common Stock.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1* Joint Filing Agreement among Mantle Ridge LP, MR Cobalt Advisor LLC and Paul C. Hilal.
Exhibit 99.2* Trading Data.
Exhibit 99.3* Form of Cash or Physically Settled Forward Purchase Contract.
Exhibit 99.4* Form of Option into Cash Settled Forward Contract.
Exhibit 99.5* Form of Option into Cash and Physically Settled Forward Contract.
Exhibit 99.6* Form of First Amended and Restated Exempted Limited Partnership Agreement.
Exhibit 99.7* Form of Side Letter.
Exhibit 99.8* Participant Information.
Exhibit 99.9* Stewardship Framework Agreement between MR Cobalt Advisor LLC and the Issuer, dated March 8, 2022.
Exhibit 99.10* Trading Data.
Exhibit 99.11* Trading Data.
Exhibit 99.12 Trading Data.

* Previously filed.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Mantle Ridge LP

Signature: By: Mantle Ridge GP LLC, its general partner By: PCH MR Advisor Holdings LLC, its managing member /s/ Paul C. Hilal

Name/Title: Paul C. Hilal, Sole Member

Date: 06/25/2026

MR Cobalt Advisor LLC

Signature: By: Mantle Ridge LP, its sole member, Mantle Ridge GP LLC, its general partner, PCH MR Advisor Holdings LLC, its managing member, /s/ Paul C. Hilal

Name/Title: Paul C. Hilal, Sole Member

Date: 06/25/2026

Paul C. Hilal

Signature: /s/ Paul C. Hilal

Name/Title: Paul C. Hilal

Date: 06/25/2026

TRADING DATA

Entity	Date	Buy/ Sell/ Exercise/ Distribution	No. of Shares	Price/ Premium per Share	Strike Price	Expiration Date	Security
MR Cobalt Offshore Fund AB LLC	6/24/2026	Sell	1,856,648	\$111.31	N/A	N/A	Common stock
MR Cobalt Offshore Fund AB LLC	6/24/2026	Sell	900,360	\$111.31	N/A	7/14/2028	Deemed PSF Agreements
MR Cobalt Offshore Fund AB LLC	6/24/2026	Distribute	2,545,590	\$111.31	N/A	N/A	Common stock
MR Cobalt Offshore Fund CB 01 LTD	6/24/2026	Sell	372,176	\$111.31	N/A	N/A	Common stock
MR Cobalt Offshore Fund CB 01 LTD	6/24/2026	Distribute	10,639	\$111.31	N/A	N/A	Common stock
MR Cobalt Offshore Fund CB 02 LLC	6/24/2026	Sell	33,981	\$111.31	N/A	7/14/2028	Deemed PSF Agreements
MR Cobalt Offshore Fund CB 02 LLC	6/24/2026	Convert	602,170	\$111.31	N/A	7/14/2028	Deemed PSF Agreements
MR Cobalt Offshore Fund CB 02 LLC	6/24/2026	Distribute	7,182,648	\$111.31	N/A	N/A	Common stock
MR Cobalt Offshore Fund CB 03 LTD	6/24/2026	Sell	1,631	\$111.31	N/A	N/A	Common stock
MR Cobalt Offshore Fund CB 03 LTD	6/24/2026	Distribute	737,231	\$111.31	N/A	N/A	Common stock