

FORM 4

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

| OMB APPROVAL | |
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| Estimated average burden hours per response... | 0.5 |

STATEMENT OF CHANGES IN 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

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

(Print or Type Responses)

| 1. Name and Address of Reporting Person* Jacobs David A. | | 2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE, INC. [DLTR] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Chief Strategy Officer Other (specify below) _____ | | | | | | |
|---|--------------------------------------|--|---|---|--|------------|-------|---|--|---|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/11/2020 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | | |
| 500 VOLVO PARKWAY | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | | | | |
| (Street) | | | | | | | | | | |
| CHESAPEAKE, VA 23320 | | | | | | | | | | |
| (City) | | (State) | | (Zip) | | | | | | |
| 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 | | | |

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

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 control number. SEC 1474 (9-02)

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------|---|-----------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Restricted Stock Unit | \$ 0 (1) | 03/11/2020(2) | | A | | 04/01/2020 | 04/01/2020 | Common Stock | 7,360 | \$ 0 | 7,360 | D | |
| Restricted Stock Unit | \$ 0 (1) | 03/11/2020(3) | | A | | 03/31/2020 | 03/31/2020 | Common Stock | 1,844 | \$ 0 | 1,844 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jacobs David A. 500 VOLVO PARKWAY CHESAPEAKE, VA 23320 | | | Chief Strategy Officer | |

Signatures

| | |
|---|------------|
| /s/ Shawnta Totten-Medley, attorney-in-fact for David A. Jacobs | 03/13/2020 |
| Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

- (1) Convert without cost to shares of common stock on a one-for-one basis.
- (2) The Compensation Committee certified on 3/11/2020 that the Company achieved its 2019 performance target for the performance stock units granted on 4/1/2019, and that shares will vest in approximately three equal installments, beginning on the first anniversary of the award date, subject to continued employment.
- (3) The Compensation Committee certified on 3/11/2020 the level of performance achieved for the performance-based RSUs awarded on 3/31/2017 pursuant to the Long-Term Performance Plan for fiscal years 2017, 2018 and 2019. The award will fully vest on March 31, 2020.

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

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