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

| OMB APPR | ROVAL |
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| OMB Number: | 3235-0287 |
| Estimated average I | burden |
| houre per reenonee | 0.5 |

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| (Print or Ty | p c c c c c p c c c c c | | | | | | | | | | | | | | |
|--|---|---|---|---------------------------------|---|--|---|---|---|--|-------------------------|---------------------------------------|---|---|--|
| 1. Name and Address of Reporting Person* SAUNDERS THOMAS A (Last) (First) (Middle) 500 VOLVO PARKWAY (Street) CHESAPEAKE, VA 23320 | | | 2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE, INC. [DLTR] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)X_ Director10% Owner | | | | | | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2020 | | | | | 0 | fficer (give ti | tle below) | Other (| specify below) | | | |
| | | 4. If A | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | _X_ For | 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | |
| (Cit | | (State) (Zip) | | | Table I - Non-Derivative Securities Acqu | | | | Acquired, D | uired, Disposed of, or Beneficially Owned | | | | | |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | f Co | ode (Anstr. 8) (In | Securities Acquire (a) or Disposed of (anstr. 3, 4 and 5) (A) or (D) P | D) Owned Transac | Owned Following Rep Transaction(s) (Instr. 3 and 4) | | O F D or (I | 6. 7 Ownership of Form: B Direct (D) | . Nature f Indirect Beneficial Ownership Instr. 4) | | |
| | | | | | | | | | | ad to rooms | nd unlas | e the forn | a dienlave a | | |
| | | | Table I | | | | | currentl | n are not require y valid OMB cor sed of, or Benefici evertible securitie | ntrol numb | | ss the form | ii uispiays a | | |
| Security | Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | (e.g., 4. Transac Code | puts, 6 5. ction of D C S S A (A (A (I | calls, w 5. Numb of Derivati Securition Acquire A) or Dispose of (D) Instr. 3 | ber ive es ed | Acquired, Disposants, options, con | y valid OMB consed of, or Benefici exertible securities to ble and Expiration | ntrol numb | Amount | 8. Price of | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | Ownersh Form of Derivativ Security: Direct (D or Indirect | (Instr. 4 |
| Derivative Security | Conversion or Exercise Price of Derivative | Date | 3A. Deemed Execution Date, if any | (e.g., 4. Transac Code | puts, of School | calls, w 5. Numb 6. Derivati 6. Securitic 6. Acquire A) or 7. Dispose 6. (D) 1. Instr. 3. 1. and 5) | ber ive es ed | Acquired, Disposants, options, con 6. Date Exercisal Date | y valid OMB consed of, or Benefici exertible securities to ble and Expiration | ally Owned s) 7. Title and of Underlyi Securities | Amount | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s | Ownersh Form of Derivativ Security: Direct (D or Indirect) | of Indir Benefic Owners (Instr. 4 |

Reporting Owners

| P. (1. O. N. / | Relationships | | | | |
|--|---------------|--------------|---------|-------|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | |
| SAUNDERS THOMAS A 500 VOLVO PARKWAY CHESAPEAKE, VA 23320 | X | | | | |

Signatures

| /s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Saunders | 07/02/2020 |
|--|------------|
| **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.
- (1) Acquired under the 2013 Director Deferred Compensation Plan, in lieu of director's fees for the applicable period.
- (2) Immediately exercisable.
- (3) Expires at the earlier of one year after ceasing to be a director, with certain grace periods, or ten years after grant.

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.