

# FORM 4

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

OMB APPROVAL	
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Check this box if no 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 Type Responses)

1. Name and Address of Reporting Person* McNeely Richard L			2. Issuer Name and Ticker or Trading Symbol DOLLAR TREE, INC. [DLTR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Merchandising Officer		
(Last) (First) (Middle) 500 VOLVO PARKWAY			3. Date of Earliest Transaction (Month/Day/Year) 04/01/2022					
(Street) CHESAPEAKE, VA 23320			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)			
Common Stock	04/01/2022		A		1,412 (1)	A \$ 0 (2)	6,327	D	
Common Stock	04/01/2022		F(3)		637	D \$ 159.43	5,690	D	
Common Stock	04/01/2022		M		2,535 (4)	A \$ 0 (2)	8,225	D	
Common Stock	04/01/2022		F(3)		1,144	D \$ 159.43	7,081	D	
Common Stock	04/01/2022		M		8,740 (5)	A \$ 0 (2)	15,821	D	
Common Stock	04/01/2022		F(3)		3,942	D \$ 159.43	11,879	D	

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

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**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 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$ 0 (2)	04/01/2022		M		2,535 (4)	(6)	(6)	Common Stock	2,535	(2)	0	D	
Restricted Stock Unit	\$ 0 (2)	04/01/2022		M		8,740 (5)	(6)	(6)	Common Stock	8,740	(2)	8,740	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

McNeely Richard L 500 VOLVO PARKWAY CHESAPEAKE, VA 23320		Chief Merchandising Officer
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## Signatures

/s/ Derek R. Redmond, attorney-in-fact for Mr. McNeely	04/05/2022
	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) Awarded under the Long-Term Performance Plan for performance in fiscal years 2019, 2020 and 2021.
- (2) Convert without cost to shares of common stock on a one-for-one basis.
- (3) Shares deemed surrendered in payment of tax liability.
- (4) Portion vested at the third anniversary of a three-year award.
- (5) Portion vested at the second anniversary of a three-year award.
- (6) Vests in three approximately equal annual installments beginning on the anniversary of the award date, subject to continued employment.

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

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