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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Maheshwari Aditya</u> _____ (Last) (First) (Middle) <u>500 VOLVO PARKWAY</u> _____ (Street) <u>CHESAPEAKE VA 23320</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DOLLAR TREE, INC. [DLTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/27/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	10/27/2023		A		3,754 ⁽¹⁾	A	\$0	3,754	D	
Common Stock	03/31/2024		J	V	81 ⁽²⁾	A	\$113.18	3,835	D	
Common Stock	04/01/2024		A		1,564 ⁽¹⁾	A	\$0	5,399	D	
Common Stock	06/30/2024		J	V	70 ⁽³⁾	A	\$90.75	5,469	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$108.24	10/27/2023		A		662		(4)	(5)	Common Stock	662	\$0	662	D	
Stock Option (right to buy)	\$135.91	04/01/2024		A		1,078		(4)	(5)	Common Stock	1,078	\$0	1,078	D	

Explanation of Responses:

- Restricted stock units granted pursuant to the Company's 2021 Omnibus Incentive Plan and will vest in approximately three equal annual installments, beginning on the anniversary of the award date, subject to continued employment.
- Includes 81 shares acquired under the Employee Stock Purchase Plan on March 31, 2024 in transactions exempt under Rule 16b-3(c).
- Includes 70 shares acquired under the Employee Stock Purchase Plan on June 30, 2024 in transactions exempt under Rule 16b-3(c).
- The stock options were granted pursuant to the Company's 2021 Omnibus Incentive Plan and will vest in approximately equal installments on each of the first three anniversaries of the date of grant, subject generally to continued employment with the Company through each vesting date.
- Expires upon termination, with certain grace periods, or ten years after award, whichever is less.

/s/ John S. Mitchell Jr., attorney-in-fact for Mr. Maheshwari 07/19/2024

** Signature of Reporting Person Date

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

* 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).

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

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 Number.