

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 5, 2024

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DOLLAR TREE, INC.

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of
incorporation)

0-25464

(Commission File Number)

26-2018846

(IRS Employer Identification
No.)

500 Volvo Parkway

Chesapeake, Virginia

(Address of principal executive
offices)

23320

(Zip Code)

(757) 321-5000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	DLTR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 5, 2024, Dollar Tree, Inc. (the “Company”) made a special performance award to Lawrence Gatta, Jr., the Company’s Chief Merchandising Officer—Family Dollar (the “Executive”), subject to the standard Performance-Based Restricted Stock Unit Agreement under the Company’s 2021 Omnibus Incentive Plan.

The award is in the form of performance-based restricted stock units (“PSUs”) that will vest at a target value of 14,060 shares (based on a value of \$1.5 million on the date of grant) on the third anniversary of grant, assuming continued service through that date, with earlier vesting at target in the event of death, disability or retirement of the Executive as defined in the award. The PSUs may also vest prior to the third anniversary of grant, at target or up to 166.67% of target, based on a determination by the Company’s Board of Directors of achievement of certain performance objectives relating to the Company’s review of strategic alternatives with respect to the Family Dollar business segment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DOLLAR TREE, INC.

Date: July 9, 2024

By: /s/ Jeffrey A. Davis

Jeffrey A. Davis

Chief Financial Officer