

DOLLAR TREE INC  
Form 8-K  
June 23, 2009

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): June 18, 2009

DOLLAR TREE, INC.  
(Exact name of registrant as specified in its charter)

VIRGINIA  
(State or Other Jurisdiction of Incorporation)

0-25464      26-2018846  
(Commission      (I.R.S.  
File Number)      Employer  
                                 Identification  
                                 No.)

500 Volvo Parkway  
Chesapeake, VA 23320  
(Address of Principal Executive Offices and 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))



Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On June 18, 2009, the Board of Directors amended Article III, Section 2 of the Company's Bylaws to decrease the number of directors from thirteen to eleven. A copy of the Bylaws, as amended, is attached to this filing as Exhibit 3.1.

As previously reported, Alan L. Wurtzel retired from the Company's Board of Directors effective at the Company's Annual Meeting of Shareholders on June 18, 2009. Additionally, the term of Eileen R. Scott as a Class II director ended at the 2009 Annual Meeting. The amendment to the Bylaws eliminates the vacancies created by the departure of these two directors.

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Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

3.1 Bylaws of Dollar Tree, Inc., as amended.

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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: June 23, 2009

By: /s/ Kevin S. Wampler  
Kevin S. Wampler  
Chief Financial Officer

EXHIBITS

Exhibit 3.1 - Bylaws of Dollar Tree, Inc., as amended.