

DOLLAR TREE INC  
Form 10-Q/A  
November 21, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q/A  
Amendment No.1

(Mark One)

Quarterly report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934  
For the quarterly period ended August 2, 2008

OR

Transition report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Commission File Number: 0-25464

DOLLAR TREE, INC.

(Exact name of registrant as specified in its charter)

Virginia 26-2018846  
(State or other (I.R.S.  
jurisdiction of Employer  
incorporation Identification  
or No.)  
organization)

500 Volvo Parkway  
Chesapeake, Virginia 23320  
(Address of principal executive offices)

Telephone Number (757) 321-5000  
(Registrant's telephone number, including area code)

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ( )      No (X)

As of September 2, 2008, there were 90,426,246 shares of the Registrant's Common Stock outstanding.

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Explanatory Note

Dollar Tree, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A to amend its quarterly report on Form 10-Q for the quarterly period ended August 2, 2008, as filed with the Securities and Exchange Commission on September 10, 2008 (the “Original Filing”). The Company is filing this amendment to its Original Filing to correct the dates in the Certifications required under Section 906 of the Sarbanes-Oxley Act of the Chief Executive Officer and the Principal Financial Officer, filed as Exhibits 32.1 and 32.2 in the Original Filing. The Certifications in the Original Filing stated that they were for the Quarterly Report of Dollar Tree, Inc. on Form 10-Q for the quarter ending May 3, 2008. This Amendment No. 1 changes those Exhibits to state that these certifications are for the Quarterly Report of Dollar Tree, Inc. on Form 10-Q for the quarter ended August 2, 2008.

Except as indicated above, no other information in the Original Filing is amended by this Form 10-Q/A Amendment No. 1. In addition, this Amendment No. 1 does not otherwise update information in the Original Filing to reflect facts or events occurring subsequent to the date of the Original Filing.

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PART II. OTHER INFORMATION

Item 6. EXHIBITS.

3. Articles and Bylaws

3.1 Articles of Incorporation of Dollar Tree, Inc. (the Company) (as Amended, effective June 23, 2008) (Exhibit 3.1 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)

3.2 Bylaws of the Company, as amended (Exhibit 3.2 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)

10. Material Contracts

10.1 Amendments to the Assumed Incentive Plans of the Company (Exhibit 10.1 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)

10.2 Fourth Amendment to the 2004 Executive Officer Equity Plan (Exhibit 10.2 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)

10.3 Third Amendment to the 2004 Executive Officer Cash Bonus Plan (Exhibit 10.3 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)

31. Certifications required under Section 302 of the Sarbanes-Oxley Act

31.1 Certification required under Section 302 of the Sarbanes-Oxley Act of Chief Executive Officer

31.2 Certification required under Section 302 of the Sarbanes-Oxley Act of Principal Financial Officer

32. Certifications required under Section 906 of the Sarbanes-Oxley Act

32.1 Certification required under Section 906 of the Sarbanes-Oxley Act of Chief Executive Officer

32.2 Certification required under Section 906 of the Sarbanes-Oxley Act of Principal Financial Officer

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DOLLAR TREE, INC.

Date: November 21, 2008

By: /s/ Kathleen E. Mallas  
Kathleen E. Mallas  
Vice President - Controller  
(Principal Financial Officer)