

DOLLAR TREE INC  
Form FWP  
April 05, 2018

ISSUER FREE WRITING PROSPECTUS

Filed Pursuant to Rule 433

Registration No. 333-224071

DOLLAR TREE, INC.

PRICING TERM SHEET

April 5, 2018

\$750,000,000 Senior Floating Notes Due 2020

\$1,000,000,000 3.700% Senior Notes Due 2023

\$1,000,000,000 4.000% Senior Notes Due 2025

\$1,250,000,000 4.200% Senior Notes Due 2028

This pricing term sheet is qualified in its entirety by reference to the preliminary prospectus supplement dated April 5, 2018 (the "Preliminary Prospectus Supplement"), supplementing the base prospectus dated April 2, 2018 (the "Base Prospectus") included in the registration statement (File No. 333-224071) filed with the Securities and Exchange Commission (the "SEC"). The information in this pricing term sheet supplements the Preliminary Prospectus Supplement and updates and supersedes the information in the Preliminary Prospectus Supplement and Base Prospectus to the extent it is inconsistent with the information contained therein. Terms used and not defined herein have the meanings assigned in such Preliminary Prospectus Supplement.

**Issuer:** Dollar Tree, Inc.

**Form of Offering:** SEC Registered

**Current Rating  
(Moody's/S&P)\*:** Baa3/BBB-

**Trade Date:** April 5, 2018

**Settlement Date:** April 19, 2018 (T+10). We expect that delivery of the notes will be made to investors on or about April 19, 2018 which will be the tenth business day following the date hereof (such settlement being referred to as "T+10"). Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date hereof or the next seven succeeding business days will be required, by virtue of the fact that the notes initially settle in T+10, to specify an alternate settlement

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arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date hereof or the next seven succeeding business days should consult their advisors.

**Terms Applicable to Floating Rate Notes**

<b>Title of Securities:</b>	Senior Floating Notes Due 2020
<b>Final Maturity Date:</b>	April 17, 2020
<b>Principal Amount:</b>	\$750,000,000
<b>Price to Public:</b>	100.000%, plus accrued interest, if any, from April 19, 2018
<b>Initial Interest Rate:</b>	LIBOR on April 17, 2018, plus 70 basis points
<b>Spread to LIBOR:</b>	+70 basis points
<b>Index Maturity:</b>	Three months

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**Optional Redemption:** On and after April 22, 2019 at 100%, plus accrued and unpaid interest to, but excluding, the redemption date

**Designated LIBOR Page:** Bloomberg L.P. page BBAM or such other page as may replace Bloomberg L.P. page BBAM on that service or any successor service for the purpose of displaying London interbank offered rates for U.S. dollar deposits of major banks

**Interest Payment Dates:** January 17, April 17, July 17 and October 17, commencing July 17, 2018

**Record Dates:** January 3, April 3, July 3 and October 3

**CUSIP/ISIN Numbers:** CUSIP: 256746 AE8  
ISIN: US256746AE84

**Terms Applicable to Fixed Rate Notes**

<b>Title of Securities:</b>	3.700% Senior Notes Due 2023	4.000% Senior Notes Due 2025	4.200% Senior Notes Due 2028
<b>Final Maturity Date:</b>	May 15, 2023	May 15, 2025	May 15, 2028
<b>Principal Amount:</b>	\$1,000,000,000	\$1,000,000,000	\$1,250,000,000
<b>Benchmark Treasury:</b>	2.500% due March 31, 2023	2.625% due March 31, 2025	2.750% due February 15, 2028
<b>Benchmark Treasury Price and Yield:</b>	99-11¼; 2.640%	99-03+; 2.766%	99-09+; 2.832%
<b>Spread to Benchmark Treasury:</b>	+110 basis points	+125 basis points	+140 basis points
<b>Yield to Maturity:</b>	3.740%	4.016%	4.232%
<b>Price to Public:</b>	99.814%, plus accrued interest, if any, from April 19, 2018	99.899%, plus accrued interest, if any, from April 19, 2018	99.736%, plus accrued interest, if any, from April 19, 2018
<b>Coupon:</b>	3.700%	4.000%	4.200%
<b>Interest Payment Dates:</b>	May 15 and November 15, commencing November 15, 2018		
<b>Record Dates:</b>	May 1 and November 1		
<b>Optional Redemption:</b>	T+20 basis points (prior to April 15, 2023); on and after April 15, 2023 at 100%, plus accrued and unpaid interest to, but excluding, the redemption date	T+20 basis points (prior to March 15, 2025); on and after March 15, 2025 at 100%, plus accrued and unpaid interest to, but excluding, the redemption date	T+25 basis points (prior to February 15, 2028); on and after February 15, 2028 at 100%, plus accrued and unpaid interest to, but excluding, the redemption date

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**CUSIP/ISIN  
Numbers:**

CUSIP: 256746 AF5  
ISIN: US256746AF59

CUSIP: 256746 AG3  
ISIN: US256746AG33

CUSIP: 256746 AH1  
ISIN: US256746AH16

**Joint Book-Running  
Managers:**

J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Wells Fargo Securities, LLC  
RBC Capital Markets, LLC  
Fifth Third Securities, Inc.

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U.S. Bancorp Investments, LLC

**Senior Co-Managers:** PNC Capital Markets LLC  
SunTrust Robinson Humphrey, Inc.

**Co-Managers:** Citizens Capital Markets, Inc.  
HSBC Securities (USA) Inc.  
Regions Securities LLC  
TD Securities (USA) LLC

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\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and the preliminary prospectus supplement in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling J.P. Morgan Securities LLC at (212) 834-4533; Merrill Lynch, Pierce, Fenner & Smith Incorporated at (800) 294-1322; or Wells Fargo Securities, LLC at (800) 645-3751.

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