

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): February 5, 2009



DOLLAR TREE

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

(I.R.S. 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 (*see* General Instruction A.2. below):

- 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))
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Item 2.02. Results of Operations and Financial Condition.

On February 5, 2009, Dollar Tree, Inc. issued a press release regarding its fiscal fourth quarter 2008 sales results. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by this reference.

The information contained in this item, including that incorporated by reference, is being furnished to the Securities and Exchange Commission. Such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 7.01. Regulation FD Disclosure.

The information (including disclaimer) presented under Item 2.02 is incorporated by reference into this Item 7.01.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release dated February 5, 2009, issued by Dollar Tree, Inc.

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: February 5, 2009

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

EXHIBITS

Exhibit 99.1 – Press Release dated February 5, 2009, issued by Dollar Tree, Inc.

**Dollar Tree Reports Fourth Quarter 2008 Sales of \$1.39 Billion,
Record Annual Sales of \$4.64 Billion for Fiscal 2008**

CHESAPEAKE, Va. – February 5, 2009 – Dollar Tree, Inc. (NASDAQ: DLTR), the nation’s largest discount variety store chain selling everything for \$1 or less, reported total sales of \$1.39 billion for its fiscal fourth quarter of 2008, a 6.8% increase compared to \$1.30 billion in last year’s fiscal fourth quarter. Comparable-store sales for the quarter increased 2.2%.

“Dollar Tree continues to be right for the times,” said Bob Sasser, President and CEO. “The expanded assortment of high-value basic consumable merchandise makes our stores more relevant and continues to drive sales. Comparable-store sales grew despite challenges throughout the quarter, including the calendar shift in November, and a succession of winter storms across the country from mid-December through January. Holiday sales were very strong despite the weather impact, as customers took advantage of our great values on Christmas seasonal merchandise and basic consumable products.”

For the full year 2008, sales were a record \$4.64 billion, a 9.5% increase compared to the \$4.24 billion reported last year. Comparable-store sales increased 4.1% for the full year 2008.

The Company expects that earnings per share for the quarter and year will be above the middle of its previous guidance range of \$1.07 to \$1.15 and \$2.45 to \$2.53, respectively.

The Company will release its fourth quarter earnings results on Wednesday, February 25, 2009. The Company will also host a conference call at 9:00 a.m. EST that day, to discuss the results in detail, and provide insights into its plans for 2009. The telephone number for the call is 888-791-4305. A recorded version of the call will be available until midnight Wednesday, March 4, and may be accessed by dialing 888-203-1112, and the pass code is 5293344. International callers may dial 719-457-0820 and the pass code is 5293344. A webcast of the call will be accessible through Dollar Tree’s website, www.DollarTree.com/medialist.cfm.

Dollar Tree continues to grow. The Company operated 3,591 stores in 48 states as of January 31, 2009, compared to 3,411 stores one year ago. During the fourth quarter of 2008, the Company opened 30 stores, closed 11 stores, and expanded or relocated 7 stores. For the year, the Company opened 231 stores, closed 51 stores and expanded or relocated 86 stores. The Company’s retail selling square footage totaled approximately 30.3 million at January 31, 2009, a 6.7% increase compared to a year ago. The Company also operates a coast-to-coast logistics network of nine distribution centers. To learn more about the Company, visit www.Dollartree.com.

A WARNING ABOUT FORWARD-LOOKING STATEMENTS: This press release contains "forward -looking statements" as that term is used in the Private Securities Litigation Reform Act of 1995. Forward - looking statements address future events, developments or results and typically use words such as believe, anticipate, expect, intend, plan, forecast, outlook, or estimate. For example, our forward-looking statements include statements regarding our expectations for fourth quarter and full year earnings per share. For a discussion of the risks, uncertainties and assumptions that could affect our future events, developments or results, you should carefully review the “Risk Factors,” “Business,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections in our Annual Report on Form 10 - K filed April 1, 2008 and our Quarterly Report on Form 10-Q filed December 5, 2008. In light of these risks and uncertainties, the future events, developments or results described by our forward - looking statements in our documents could turn out to be materially and adversely different from those we discuss or imply. We are not obligated to release publicly any revisions to any forward - looking statements contained in this press release to reflect events or circumstances occurring after the date of this report and you should not expect us to do so.

CONTACT: Dollar Tree, Inc., Chesapeake
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