

April 17, 2025

VIA ELECTRONIC SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: *Dollar Tree, Inc.*
Shareholder Proposal of John Chevedden
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Dollar Tree, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2025 Annual Meeting of Shareholders (collectively, the “2025 Proxy Materials”) a shareholder proposal (the “Proposal”) and statement in support thereof received from John Chevedden (the “Proponent”) because the Proposal was received by the Company at its principal executive offices after the deadline for submitting shareholder proposals for inclusion in the 2025 Proxy Materials. Pursuant to Rule 14a-8(j), we have concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Securities and Exchange Commission (the “Commission”) or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

BACKGROUND

As required by Item 1(c) of Exchange Act Schedule 14A and Rule 14a-5(e), the Company’s proxy statement for its 2024 Annual Meeting of Shareholders (the “2024 Proxy Statement”) stated the deadline for receiving shareholder proposals submitted for inclusion in the 2025 Proxy Materials, calculated in the manner prescribed in Rule 14a-8(e). Specifically, the following disclosure appeared on pages 90-91 of the 2024 Proxy Statement:

Shareholder proposals under Rule 14a-8 for other items of business at the annual meeting of shareholders to be held in 2025 will not be included in our proxy statement for that meeting unless received by the Corporate Secretary at our principal executive offices in Chesapeake, Virginia, on or prior to close of business on January 7, 2025.

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See Exhibit A.

On Friday, April 11, 2025, 94 days after the Company's deadline for receiving Rule 14a-8 shareholder proposals, the Proponent sent an email to the Company's investor relations team (investorinfo@dollartree.com) ("Investor Relations") inquiring about the status of his shareholder proposal without providing more details. See Exhibit B. The Proponent also sent this email to Derek Redmond, an employee who left the Company in September 2024 (the "Former Employee"), and to the email address jonathan_leike@dollartree.com, which was undeliverable as the correct email address of the Company's Corporate Secretary, Jonathan Leiken, is jleiken@dollartree.com. The Proponent resent this same message to the same three email addresses again on Monday, April 14, 2025. See Exhibit C. Investor Relations forwarded these April 2025 emails to the correct email address for the Corporate Secretary. The Company promptly conducted a search of its email system and discovered on April 14, 2025, for the first time:

- An email, dated December 20, 2024, sent only to the Former Employee and to the same incorrect email address for the Corporate Secretary. This email included a PDF attachment with a cover letter, shareholder proposal and notes from the Proponent. See Exhibit D. The enclosed letter was addressed to the Corporate Secretary and requested that the Company "confirm that this is the correct email address for rule 14a-8 proposals," citing the Staff's encouragement to do so.
- An email, dated December 23, 2024, sent only to the Former Employee. This email included a PDF attachment with the Proponent's proof of ownership from Fidelity Investments. See Exhibit E.
- An email, dated April 10, 2025, sent only to the Former Employee and to the incorrect email address for the Corporate Secretary. See Exhibit F. This email was identical to the email described above sent on April 11, 2025, except that the April 11, 2025 email was the first time that the Proponent added Investor Relations as a recipient.

On Thursday, April 17, 2025, the Company received via FedEx a physical copy of correspondence relating to the proposal for the first time, which included the Proponent's proof of ownership from Fidelity Investments along with a letter from the Proponent, dated April 15, 2025, inquiring about the shareholder proposal. See Exhibit G.

Thus, as further discussed below, April 14, 2025, was the first time the Company received the Proposal.

ANALYSIS

Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8. Generally, exclusion on this basis is permitted only after timely notification to the proponent of an applicable defect and a proponent's failure to timely and adequately correct the defect. However, as per Rule 14a-8(f)(1), a company "need not provide [the proponent] such notice of a

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deficiency if the deficiency cannot be remedied, *such as if [the proponent] fail[s] to submit a proposal by the company's properly determined deadline*" (emphasis added).

One of the eligibility or procedural requirements contained in Rule 14a-8 is the requirement to deliver a proposal by the applicable deadline. If a proponent is submitting a proposal "for the company's annual meeting, [the proponent] can in most cases find the deadline in [the prior] year's proxy statement." See Rule 14a-8(e)(1). Here, pages 90-91 of the Company's 2024 Proxy Statement disclosed the deadline of January 7, 2025, for receipt of shareholder proposals for the 2025 Annual Meeting of Shareholders, which was calculated in accordance with Rule 14a-8(e)(2)¹ and Staff Legal Bulletin No. 14 (July 13, 2001), Section C.3.b.² See Exhibit A.

The Staff strictly construes the deadline for shareholder proposals under Rule 14a-8, permitting companies to exclude from proxy materials those proposals received at companies' principal executive offices after the deadline. See, e.g., *UnitedHealth Group Inc.* (avail. Mar. 7, 2025) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received eight days late); *Etsy, Inc.* (avail. Apr. 19, 2022) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received one day late); *AT&T Inc.* (avail. Jan. 26, 2022) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received six days late); *Walgreens Boots Alliance, Inc.* (avail. Oct. 12, 2021) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received two days late); *Hewlett Packard Enterprise Co.* (avail. Jan. 15, 2021) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received two days late).

As noted above, the Company did not learn of the Proposal until April 11, 2025, and did not receive the Proposal until April 14, 2025, 97 days after the Company's properly calculated and noticed deadline for shareholder proposals for inclusion in the 2025 Proxy Materials. Accordingly, as discussed in detail below, the Proposal is excludable because it was not received by the Company by the deadline calculated under Rule 14a-8(e)(2).

At the time the Proponent attempted to submit the proposal, Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L") was in effect. SLB 14L states that "shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery" and provides that "where a dispute arises regarding a proposal's timely delivery, *shareholder proponents risk exclusion of their proposals if they do not receive a confirmation of receipt from the company in order to prove timely delivery with email submissions*" (emphasis added). Although SLB 14L has since been rescinded by Staff Legal Bulletin No. 14M (Feb. 12, 2025) ("SLB 14M"), SLB 14M reiterates the above language regarding the use of email in proposal

¹Also, under Rule 14a-8(e)(2), "if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials." This portion of Rule 14a-8(e)(2) is not applicable here because the Company's 2024 Annual Meeting of Shareholders was held on June 20, 2024, and the Company's 2025 Annual Meeting of Shareholders will be held within 30 days of the anniversary of that date.

² The Company started with the release date of its 2024 Proxy Statement (i.e., May 7, 2024), increased the year by one (i.e., May 7, 2025), and counted back 120 calendar days. Per SLB 14, Section C.3.b, "day one" for purposes of this calculation was May 6, 2025.

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submissions. Therefore, at all relevant times, the burden was on the Proponent to submit the Proposal by means that permitted him to prove the date of delivery. Moreover, both SLB 14L and SLB 14M indicate that when submitting proposals via email, shareholder proponents should confirm receipt of the email containing the proposal at the time it is submitted. The Proponent acknowledged this fact in his email on December 20, 2024, citing to SLB 14L and specifically requesting the Company acknowledge receipt of the Proposal. No such acknowledgement was transmitted because the Company did not receive the Proposal until April 14, 2025. Moreover, it appears that the Proponent did not follow up to confirm receipt of the Proposal, and did not attempt to contact the Company again until April 10, 2025, 93 days after the shareholder proposal submission deadline.

The Staff has repeatedly concurred with the exclusion of proposals submitted by email that were not actually received at the company's principal executive offices. For example, in *Charles River Laboratories International, Inc.* (avail. Mar. 17, 2021), the Staff concurred with the exclusion of a proposal under Rule 14a-8(e)(2) where the proposal was transmitted prior to the submission deadline by email to both an email address that did not exist and to an email address provided to shareholders explicitly to communicate with the company's lead independent director. In that case, the company determined that the proponent's email was designated as potentially malicious and thus was quarantined as potential "spam" for 30 days before it was permanently deleted without having been received by anyone at the company's principal executive offices. Similarly, in *Teladoc Health, Inc.* (avail. Mar. 20, 2020), the Staff concurred with the exclusion of a proposal where the company did not receive an email from the proponent, which the company believed to have not been delivered due to being blocked by the email security vendor as a potentially malicious email. Like the Company, Teladoc Health did not receive any indication that the proponent had sent a shareholder proposal until after the deadline for submission had passed. See also *Occidental Petroleum Corporation* (avail. Mar. 14, 2023) (concurring with exclusion where the company did not receive a proposal at the company's principal executive offices until well after the submission deadline and the proponent failed to provide "sufficient proof of email delivery prior to the deadline for submitting proposals"); *Sprint Corp.* (avail. Aug. 1, 2018) (concurring with exclusion where the proponent submitted a proposal via email to a company employee who no longer worked for the company and to an employee who was not an attorney); *Alcoa, Inc.* (avail. Jan. 12, 2009) (concurring with exclusion where the proponent submitted a proposal by email to the company's investor relations department and by facsimile, neither of which were received at the company's principal executive offices).

Even where a proposal was submitted to a company prior to the applicable deadline, but the company did not actually learn about the proposal until after the deadline, the Staff has concurred with the exclusion of such proposals as untimely. For example, the Staff concurred with the exclusion of a shareholder proposal under Rule 14a-8(e)(2) in a nearly identical situation. In *Discover Financial Services* (avail. Mar. 20, 2020), the company received by certified mail a letter documenting the proponent's ownership of shares in the company 54 days after the company's shareholder proposal deadline. The letter was the first indication to the company that the proponent had attempted to submit a shareholder proposal. After an investigation, Discover Financial learned that the proponent had attempted to submit a proposal via email prior to the company's shareholder proposal deadline, but the email never reached the correct department due to the proponent misspelling the corporate secretary's email address

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and including a departed employee and an unrelated employee. In a supplemental letter, the company noted that their internal policy dictated they disable the departed employee's email account, triggering an automated response to any incoming email. However, the company had inadvertently left the former employee's email account in place and thus did not know to monitor the mailbox. The Staff permitted Discover Financial to exclude the proposal as untimely under Rule 14a-8(e)(2). *See also Ellie Mae, Inc.* (avail. Mar. 12, 2015) (concurring with the exclusion of a shareholder proposal that the company first learned of 27 days after the deadline for submission of shareholder proposals because the proponent had transmitted the proposal before the deadline to an email address for a former employee, the company's investor relations group and the company's general fax number, none of which were received at the company's principal executive offices).

The facts here are nearly identical to those in *Discover Financial*. The Proponent transmitted the Proposal to an incorrect email address for the Corporate Secretary (which generates an "undeliverable" reply email) and to the Former Employee. The Former Employee left the Company in September 2024, and the Corporate Secretary promptly requested the establishment of an automated response to emails sent to the Former Employee's account indicating that the Former Employee had left the Company and instructing them to contact someone else at the Company. In reliance on that request, the Company did not monitor the Former Employee's mailbox. The Company only learned this week that the Former Employee's email account was inadvertently not modified to send the requested automated message. As a result, no one at the Company's principal executive offices was alerted of the Proponent's intent to submit the Proposal until April 11, 2025, 94 days past the Company's deadline.

Here the burden was on the Proponent to confirm that the Proposal was timely received at the Company's principal executive offices. SLB 14L and SLB 14M, as discussed above, acknowledge that fact and caution shareholder proponents to obtain confirmation of receipt to prove timely delivery with email submissions. Even the Proponent acknowledged this fact in his email on December 20, 2024, citing to SLB 14L and specifically requesting the Company acknowledge receipt of the Proposal: "[p]lease confirm that this is the correct email address for rule 14a-8 proposals." However, no such acknowledgement was transmitted because the Company did not receive the Proposal until April 14, 2025. The Proponent also had time between the December 20, 2024 email and the shareholder proposal submission deadline on January 7, 2025, to transmit the proposal in another manner – for example, by hard copy to the Company's principal executive offices or by emailing the Proposal to Investor Relations (which is the method the Proponent used the prior year when he submitted a shareholder proposal for the Company's 2024 Annual Meeting). *See Exhibit H*. Finally, despite receiving no response, it appears that the Proponent did not confirm receipt of the Proposal and did not follow up at all until April 10, 2025, 93 days after the shareholder proposal submission deadline, at which time he used the exact same email addresses again. When the Proponent finally included Investor Relations on his emails (as he had done with the prior year's proposal without issue), the Company became aware of the Proposal. But, as a result, the Company did not receive the Proposal until April 14, 2025, 97 days after the shareholder proposal submission deadline.

For these reasons, and consistent with SLB 14L and SLB 14M and the Staff's decisions in *Discover Financial*, *Ellie Mae* and the other precedent discussed above, we request that the

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Staff confirm that it will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(e)(2).

The Company further requests that the Staff waive the 80-day filing requirement set forth in Rule 14a-8(j) for good cause. Rule 14a-8(j)(1) requires that, if a company “intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission.” However, Rule 14a-8(j)(1) allows the Staff to waive the deadline if a company can show “good cause.” The Company did not receive the Proposal until April 14, 2025, which is less than 80 days before the Company intends to file its 2025 Proxy Materials. Moreover, the Company promptly submitted this no-action request after receiving the Proposal. Accordingly, we believe that the Company has “good cause” for its inability to meet the 80-day requirement, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Please note that the Company intends to begin printing the 2025 Proxy Materials no later than April 28, 2025. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287.

Sincerely,



Elizabeth A. Ising

Enclosures

cc: John S. Mitchell, Dollar Tree, Inc.
John Chevedden

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EXHIBIT A

FORWARD-LOOKING STATEMENTS

This proxy statement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the fact that they address future events, developments or results and do not relate strictly to historical facts. Any statements contained in this proxy statement that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements include, without limitation, statements preceded by, followed by or including words such as “believe,” “anticipate,” “expect,” “intend,” “plan,” “view,” “target” or “estimate,” “may,” “will,” “should,” “predict,” “possible,” “potential,” “continue,” “strategy,” and similar expressions.

For example, our forward-looking statements include statements regarding our expectations about our business plans, strategies and initiatives; our expectations regarding the impact of these initiatives and various management and corporate governance changes on our business prospects, and Board governance and oversight; our plans and expectations relating to strategic investments in key areas of our business, including without limitation investments in associate wages, enhanced safety and working conditions, improved technology systems, improved store standards and the overall productivity and efficiency of our stores; our expectations regarding the role of our Chairman & CEO, management team and Board in driving transformational change and long-term shareholder value creation; our estimates of potential amounts to be paid to executives upon a termination or change in control event; and our plans, expectations, initiatives, commitments, goals and reporting relating to environmental, social and governance matters, including without limitation climate change, environmental sustainability, product safety, human capital management and diversity, equity and inclusion matters.

A forward-looking statement is neither a prediction nor a guarantee of future results, events or circumstances. You should not place undue reliance on forward-looking statements, which speak only as of the date of this proxy statement. These statements are subject to various risks and uncertainties. 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 March 20, 2024, and our other filings with the SEC. The Company does not intend and undertakes no obligation to update or publicly release any revision to any such forward-looking statements, whether as a result of the receipt of new information, the occurrence of subsequent events, a change of circumstance or otherwise.

OTHER MATTERS

Director Nominations and Shareholder Proposals for the 2025 Annual Meeting using Proxy Access

Our proxy access bylaw permits a shareholder, or a group of shareholders, owning at least three percent (3%) of our outstanding common stock continuously for at least three years, to nominate and include in our proxy materials director nominees which shall not exceed the greater of two (2) directors or twenty-five percent (25%) of the Board (rounded down), provided that the shareholders and nominees have complied with the requirements set forth in our bylaws. For a description of the procedures to nominate persons to be director, see “Shareholder Nomination of Directors” below. Notice of proxy access director nominees must be received no earlier than February 20, 2025 and no later than March 22, 2025. In addition to satisfying the notice and other requirements of our bylaws with respect to the nomination of director candidates, shareholders who intend to solicit proxies in support of director nominees, other than the Company’s nominees, must also comply with the requirements of Rule 14a-19 under the Exchange Act relating to universal proxies.

Shareholder proposals under Rule 14a-8 for other items of business at the annual meeting of shareholders to be held in 2025 will not be included in our proxy statement for that meeting unless

received by the Corporate Secretary at our principal executive offices in Chesapeake, Virginia, on or prior to close of business on January 7, 2025. Such proposals must contain the information and meet the requirements set forth in our bylaws and in Rule 14a-8 of the under the Securities Exchange Act of 1934 relating to shareholder proposals.

Notice of a shareholder proposal submitted outside of the processes of Rule 14a-8, including nominations of director candidates other than pursuant to the proxy access bylaw described above, must be received by the Corporate Secretary at our principal executive offices in Chesapeake, Virginia no earlier than February 20, 2025 and no later than March 22, 2025.

Shareholder Nomination of Directors

Shareholders generally can nominate persons to be directors by following the procedures set forth in our bylaws. In short, these procedures require the shareholder to deliver a written notice containing certain required information in a timely manner to our Corporate Secretary at our corporate headquarters address, which is located at 500 Volvo Parkway, Chesapeake, VA 23320. The notice must contain all of the information required by our bylaws, including information about the shareholder proposing the nominee and about the nominee. In addition to satisfying the notice and other requirements of our bylaws, shareholders who intend to solicit proxies in support of director nominees, other than the Company's nominees, must also comply with the requirements of Rule 14a-19 under the Securities Exchange Act of 1934, as amended, relating to universal proxies. A copy of our bylaws can be found online at www.dollarfreenfo.com/corporate-governance.

Each shareholder's notice to the Corporate Secretary must include, among other things:

- the name and address of record of the shareholder who intends to make the nomination;
- a representation that the shareholder is a shareholder of record of our Company's capital stock and intends to appear in person or by proxy at such meeting to nominate the person or persons specified in the notice;
- the class and number of shares of our capital stock beneficially owned by the shareholder; and
- a description of all arrangements or understandings between such shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such shareholder.

For each person nominated, the notice to the Corporate Secretary must also include, among other things:

- the name, age, business address and, if known, residence address, of the nominee;
- his or her principal occupation or employment;
- the class and number of shares of our capital stock beneficially owned by such person;
- any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required by the rules and regulations of the SEC promulgated under the Securities Exchange Act of 1934, as amended; and
- the written consent of such person to be named in the proxy statement as a nominee and to serve as a director if elected.

Copies of Form 10-K Available

We will provide a copy of our Annual Report on Form 10-K for our fiscal year ended February 3, 2024, as filed with the SEC, which includes our consolidated financial statements and notes to our

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EXHIBIT B

From: [REDACTED]
To: Derek_Redmond@dollartree.com; Jonathan_Leike@dollartree.com; [<InvestorInfo@dollartree.com>](mailto:InvestorInfo@dollartree.com)
Subject: DLTR 4=1
Date: Friday, April 11, 2025 1:11:51 AM

CAUTION: This email originated from outside of the organization. Do not click on links or open attachments unless you were expecting them.

Mr. Redmond,
Did I overlook the opposition statement regarding my 2025
rule 14a-8 proposal.
John Chevedden

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EXHIBIT C

From: [REDACTED]
To: Derek_Redmond@dollartree.com; <InvestorInfo@dollartree.com>; Jonathan_Leike@dollartree.com
Subject: DLTR
Date: Monday, April 14, 2025 3:13:30 PM

CAUTION: This email originated from outside of the organization. Do not click on links or open attachments unless you were expecting them.

Mr. Redmond,

Did I overlook the opposition statement regarding my 2025 rule 14a-8 proposal.

John Chevedden

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EXHIBIT D

From: [REDACTED]
To: Jonathan_Leike@dollartree.com; Derek_Redmond@dollartree.com
Subject: Rule 14a-8 Proposal (DLTR)
Date: Friday, December 20, 2024 5:34:02 PM
Attachments: [PastedGraphic-1.tiff](#); [Scan2024-12-20_143159.pdf](#)

CAUTION: This email originated from outside of the organization. Do not click on links or open attachments unless you were expecting them.

Rule 14a-8 Proposal (DLTR)

Dear Mr. Leiken,

Please see the attached rule 14a-8 proposal.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

[REDACTED]
[REDACTED]
Mr. Jonathan Leiken
Corporate Secretary
Dollar Tree, Inc. (DLTR)
500 Volvo Parkway
Chesapeake, VA 23320
[REDACTED]

Dear Mr. Leiken,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden


Date

cc: Derek Redmond <Derek_Redmond@dollartree.com>

[DLTR: Rule 14a-8 Proposal, December 20, 2024]

[This line and any line above it – *Not* for publication.]

Proposal 4 – Support for Transparency in Political Spending

Resolved, Shareholders request that Dollar Tree (DLTR) provide a report, updated semiannually, disclosing the Company's:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
 - a. The identity of the recipient as well as the amount paid to each; and
 - b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company's website within 12 months from the date of the annual meeting. This proposal does not encompass lobbying spending.

Supporting Statement

Long-term DLTR shareholders support transparency and accountability in corporate electoral spending. A company's reputation, value, and bottom line can be adversely impacted by political spending. The risk is especially serious when giving to trade associations, Super PACs, 527 committees, and "social welfare" organizations – groups that routinely pass money to or spend on behalf of candidates and political causes that a company might not otherwise wish to support.

The Conference Board's 2021 "Under a Microscope" report warns "Political activity can pose increasingly significant risks for companies, including the perception that political contributions – and other forms of activity – are at odds with core company values." Further, a recent poll of retail shareholders by Mason-Dixon Polling & Research found that 83% of respondents said they would have more confidence investing in corporations that have adopted reforms that provide for transparency and accountability in political spending.

DLTR scored 2% out of 100% in the 2024 CPA-Zicklin Index of Corporate Political Disclosure and Accountability:

<https://www.politicalaccountability.net/wp-content/uploads/2024/10/2024-CPA-Zicklin-Index.pdf>

This proposal asks DLTR to disclose all of its electoral spending, including payments to Trade Associations and 501(c)(4) social welfare organizations, which may be used for electoral purposes – and are otherwise undisclosed. This would bring DLTR in line with a growing number of leading companies, including

Clorox, Coca-Cola, Colgate-Palmolive which present this information on their websites.

Without knowing the recipients of our company's political dollars we cannot sufficiently assess whether our company's election-related spending aligns or conflicts with its policies on climate change and sustainability, or other areas of concern. Improved DLTR political spending disclosure will protect the reputation of DLTR and preserve shareholder value.

Notes:

“Proposal 4” stands in for the final proposal number that management will assign.

The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company’s 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



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EXHIBIT E

From: [REDACTED]
To: Derek_Redmond@dollartree.com
Subject: Broker Letter DLTR
Date: Monday, December 23, 2024 11:53:10 AM
Attachments: [Scan2024-12-23_084813.pdf](#)

CAUTION: This email originated from outside of the organization. Do not click on links or open attachments unless you were expecting them.

Broker Letter DLTR

JOHN R CHEVEDDEN
[REDACTED]

December 23, 2024

Dear Mr. Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

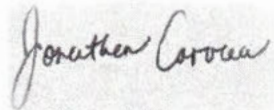
Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least November 20, 2021.

Security	Symbol	Share Quantity
CoStar Group, Inc.	CSGP	100.000
Dollar Tree, Inc.	DLTR	50.000
Microsoft Corporation	MSFT	10.000
Booz Allen Hamilton Holding Corporation	BAH	50.000
DXC Technology Company	DXC	100.000

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please call your Private Client Group at 1-800-544-5704. Thank you for choosing Fidelity Investments.

Sincerely,

Jonathan Correa
Brokerage Operations

Our File: W487789-19DEC24

GIBSON DUNN

EXHIBIT F

From: [REDACTED]
To: Derek_Redmond@dollartree.com; Jonathan_Leike@dollartree.com
Subject: DLTR 4=1
Date: Thursday, April 10, 2025 12:06:02 AM

CAUTION: This email originated from outside of the organization. Do not click on links or open attachments unless you were expecting them.

Mr. Redmond,
Did I overlook the opposition statement regarding my 2025
rule 14a-8 proposal.
John Chevedden

GIBSON DUNN

EXHIBIT G

RECYCLE

4233 THU 04/17 07:40
500 VOLVO PKWY
CHESAPEAKE, VA
23320-1604-00
844-1509FL
ETP:47 SP:PD:84-Y 880570682348

Envelope
Recycle me.

MR. JONATHAN LEREN
DOLLAR TREE INC. (DLTR)
500 VOLVO PKWY

CHESAPEAKE VA 23320

(757) 821-6000

REF:

DEPT:



FedEx
Express



AT11080105202327

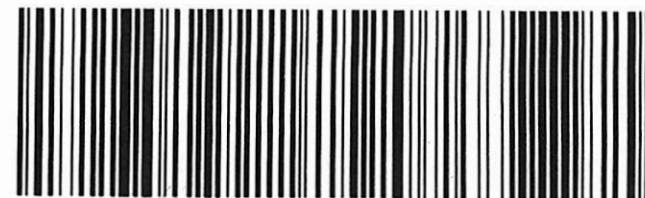
REL#
3785346

TRK# 8805 7068 2348
0201

THU - 17 APR 5:00P
** 2DAY **

SE ORFA

23320
VA-US ORF



2001

JOHN CHEVEDDEN

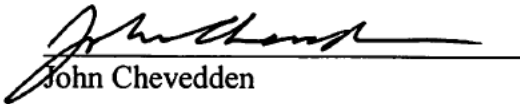
Mr. Jonathan Leiken
Corporate Secretary
Dollar Tree, Inc. (DLTR)
500 Volvo Parkway
Chesapeake, VA 23320

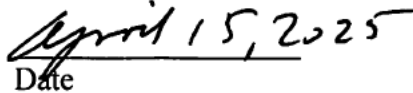
Mr. Leiken,

Please forward the opposition statement that goes with my 2025 rule 14a-8 proposal that was timely submitted. Attached is the broker letter that goes with the proposal.

I will notify the Office of Chief Counsel on April 17, 2025 that I have not yet received the opposition statement.

Sincerely,


John Chevedden


Date

JOHN R CHEVEDDEN
[REDACTED]

December 23, 2024

Dear Mr. Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least November 20, 2021.

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I hope this information is helpful. For any other issues or general inquiries, please call your Private Client Group at 1-800-544-5704. Thank you for choosing Fidelity Investments.

Sincerely,

Jonathan Correa
Brokerage Operations

Our File: W487789-19DEC24

GIBSON DUNN

EXHIBIT H

From: John Chevedden [REDACTED]
Sent: Thursday, November 30, 2023 11:43 PM
To: Investorinfo <investorinfo@dollartree.com>
Subject: Rule 14a-8 Proposal (DLTR)

CAUTION: This email originated from outside of the organization. Do not click on links or open attachments unless you were expecting them.

Rule 14a-8 Proposal (DLTR)

Dear Mr. **Leiken**,

Please see the attached rule 14a-8 proposal.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

