

DOLLAR TREE INC  
Form DEFA14A  
June 02, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of  
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DOLLAR TREE, INC.  
(Name of Registrant as Specified In Its Charter)

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Dollar Tree, Inc.  
June 2, 2009

Dear Dollar Tree Institutional Shareholder:

Your investment and interest in Dollar Tree is sincerely appreciated. The Dollar Tree Annual Meeting of Shareholders will be held on Thursday, June 18, 2009.

We understand that you are a subscriber to Glass Lewis. In view of their recent report, I am writing to remind you of the Board of Directors' recommendations on the proposals to be voted on at the meeting and to encourage you to vote in accordance with those recommendations.

The Board of Directors recommends that shareholders vote "FOR" the election of all director nominees.

We believe that we have an exceptionally strong and experienced Board of Directors. The Board is structured to represent the interests of all shareholders by balancing experience with the regular opportunity to add valuable, fresh perspectives. The Board has helped to guide our management team to implement a long-term strategic plan, which has resulted in building long-term value for Dollar Tree shareholders.

Mr. Thomas A. Saunders, the Company's lead independent director, has been an integral part of that effort. Mr. Saunders has a deep understanding of the Company and its unique business model. He is an astute business leader with strong financial acumen. He has previously served as Chairman of the Audit Committee, and is a significant shareholder, currently holding more than 800,000 shares of Dollar Tree stock.

Despite Mr. Saunders's outstanding qualifications, Glass Lewis has recommended that its clients vote against him solely because the Board did not implement a 2008 shareholder proposal to declassify the Company's Board. As discussed further below, the Board sincerely believes that such a proposal is not in the best interests of Dollar Tree and all of its shareholders. We also believe that, regardless of one's position regarding the declassification proposal, all shareholders have and will continue to benefit from the leadership and insight provided by our directors.

Dollar Tree has a long history of exemplary financial performance. For example, the Company has grown its revenues and earnings per share every year since becoming a public company in 1995. In fiscal 2008, a year of unprecedented macroeconomic challenges, Dollar Tree set new records for sales and earnings. We also increased our operating margin, expanded selling square footage by 6.7%, and increased our cash net of debt by more than \$284 million. In addition, Dollar Tree was the top performing company in the entire Fortune 500 in terms of Total Return to Shareholders in 2008. Dollar Tree's share price increased 61% in 2008, while the Fortune 500 average declined by 40%.

Our strong performance has continued in 2009. In the first quarter, a period of negative Gross Domestic Product and increasing unemployment, Dollar Tree's consolidated net sales grew by 14.2% and comparable-store net sales increased by 9.2%. Diluted earnings per share in the first quarter 2009 rose by 37.5%, compared with a solid performance during the same period last year. Through the end of the first quarter 2009, Dollar Tree stock has outperformed the Dow Jones Industrial Average, the Russell 3000, and the S&P Retail index over the past one, three, five and ten years.

Our financial performance has not been achieved by accident. With guidance from an experienced Board of Directors, our success has been a direct result of rigorous execution of a long-term strategy that would not have been possible without Board continuity. While prudently managing capital, the Company invested with foresight to build a solid and scalable Logistics Infrastructure and to develop and implement Information Technology systems that are tailored to Dollar Tree's unique business model.

For these reasons, we urge you to vote "FOR" the election of all director nominees, including Thomas A. Saunders, the Company's lead independent director.

The Board of Directors also recommends that shareholders vote "AGAINST" the shareholder proposal to declassify the Board of Directors.

We respect the views of our shareholders, and have a clear track record of working to enhance the Company's corporate governance. To this end, we have considered the issue of Board declassification carefully and discussed it at length with many of our shareholders. We believe this proposal would be highly disruptive to a governance system that has worked well for Dollar Tree and is not in the best interests of the Company or our shareholders.

One structure does not work for every company. As the only national retailer operating at a single price point, Dollar Tree is unique.

It takes several years for a new director to fully understand the complexities of the Dollar Tree business model. We strongly believe the Company benefits from such experience. Experienced Dollar Tree Board members are prepared to make strategic decisions that are in the long-term best interests of the Company and its shareholders. If the Board were declassified, it could be wholly replaced by directors who were unfamiliar with the Company and its unique business strategies. This could be particularly harmful in a challenging and tumultuous economic environment.

The Dollar Tree Board structure allows for measured change and prudent Board succession. In fact, since July 2007, we have added three new independent directors, who have brought new insights and perspectives, while benefiting from interaction with directors who have longer experience with the Company. Two of these new directors are standing for election this year. The Dollar Tree Board is active, involved, knowledgeable and focused on building long-term value for all Dollar Tree shareholders.

Once again, I thank you for your investment in Dollar Tree, and urge you to please vote "AGAINST" this shareholder proposal, and "FOR" the election of all director nominees.

Thank you for your consideration.

Regards,

/s/ Bob Sasser

Bob Sasser  
Chief Executive Officer & President