

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

- ☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- ☐ Form 3 Holdings Reported.
- ☐ Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362

Estimated average burden hours per response: 1.0

1. Name and Address of Reporting Person* <u>SASSER BOB</u> (Last) (First) (Middle) <u>500 VOLVO PARKWAY</u> (Street) <u>CHESAPEAKE VA 23320</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DOLLAR TREE, INC. [DLTR]</u> 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>02/03/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/08/2020		G ⁽¹⁾	13,583	A	\$0	13,583	I	R.A. Sasser Trust
Common Stock	12/08/2020		G ⁽¹⁾	13,583	D	\$0	146,783	I	B. Sasser Trust
Common Stock	12/08/2020		G ⁽²⁾	9,055	D	\$0	146,783	I	B. Sasser Trust
Common Stock	12/08/2020		G ⁽²⁾	9,055	D	\$0	146,783	I	B. Sasser Trust
Common Stock	12/08/2020		G ⁽²⁾	9,055	D	\$0	146,783	I	B. Sasser Trust
Common Stock	12/09/2020		G ⁽³⁾	13,583	A	\$0	13,583	I	J.S. Holland Trust
Common Stock	12/09/2020		G ⁽³⁾	13,583	D	\$0	0	I	Trust (Spouse)
Common Stock							985	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. On December 8, 2020, the reporting person made a gift of 13,583 shares of DLTR common stock to a trust for the benefit of his son. The spouse of the reporting person is the trustee of the son's trust.
2. On December 8, 2020, the reporting person made gifts of 9,055 shares of Dollar Tree common stock to each of three trusts for the benefit of his grandchildren. The reporting person and his spouse are not trustees or beneficiaries of these trusts, and the reporting person disclaims beneficial ownership of the shares held by these trusts.
3. On December 9, 2020, a trust for the spouse of the reporting person made a gift of 13,583 shares of Dollar Tree common stock to a trust for the benefit of their daughter. The reporting person is the trustee of the daughter's trust.

/s/ Shawnta Totten-Medley,
attorney-in-fact for Mr. Sasser 03/30/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

