

FORM 4

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).

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:	3235-0287
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1. Name and Address of Reporting Person* <u>Witynski Michael A.</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/31/2020		M		3,399 ⁽¹⁾	A	\$0 ⁽²⁾	19,105	D	
Common Stock	03/31/2020		F ⁽³⁾		1,533	D	\$73.47	17,572	D	
Common Stock	03/31/2020		M		1,007 ⁽⁴⁾	A	\$0 ⁽²⁾	18,579	D	
Common Stock	03/31/2020		F ⁽³⁾		455	D	\$73.47	18,124	D	
Common Stock	03/31/2020		M		921 ⁽⁴⁾	A	\$0 ⁽²⁾	19,045	D	
Common Stock	03/31/2020		F ⁽³⁾		416	D	\$73.47	18,629	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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0 ⁽²⁾	03/31/2020		M		3,399 ⁽¹⁾	03/31/2020	03/31/2020	Common Stock	3,399	(2)	0	D	
Restricted Stock Unit	\$0 ⁽²⁾	03/31/2020		M		1,007 ⁽⁴⁾	03/31/2020	03/31/2020	Common Stock	1,007	(2)	0	D	
Restricted Stock Unit	\$0 ⁽²⁾	03/31/2020		M		921 ⁽⁴⁾	03/31/2020	03/31/2020	Common Stock	921	(2)	0	D	

Explanation of Responses:

1. Portion vested at anniversary of three-year award.
2. Convert without cost to shares of common stock on a one-for-one basis.
3. Shares deemed surrendered in payment of tax liability resulting from vesting of restricted stock units.
4. Award fully vested on 3/31/20.

/s/ Shawnta Totten-Medley,
attorney-in-fact for Mr. Witynski

04/02/2020

** 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.