

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q/A
Amendment No.1

(Mark One)

Quarterly report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934
For the quarterly period ended August 2, 2008

OR

Transition report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

Commission File Number: 0-25464



DOLLAR TREE, INC.

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of
incorporation or organization)

26-2018846

(I.R.S. Employer
Identification No.)

500 Volvo Parkway

Chesapeake, Virginia 23320

(Address of principal executive offices)

Telephone Number (757) 321-5000

(Registrant's telephone number, including area code)

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

As of September 2, 2008, there were 90,426,246 shares of the Registrant's Common Stock outstanding.

Explanatory Note

Dollar Tree, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-Q/A to amend its quarterly report on Form 10-Q for the quarterly period ended August 2, 2008, as filed with the Securities and Exchange Commission on September 10, 2008 (the "Original Filing"). The Company is filing this amendment to its Original Filing to correct the dates in the Certifications required under Section 906 of the Sarbanes-Oxley Act of the Chief Executive Officer and the Principal Financial Officer, filed as Exhibits 32.1 and 32.2 in the Original Filing. The Certifications in the Original Filing stated that they were for the Quarterly Report of Dollar Tree, Inc. on Form 10-Q for the quarter ending May 3, 2008. This Amendment No. 1 changes those Exhibits to state that these certifications are for the Quarterly Report of Dollar Tree, Inc. on Form 10-Q for the quarter ended August 2, 2008.

Except as indicated above, no other information in the Original Filing is amended by this Form 10-Q/A Amendment No. 1. In addition, this Amendment No. 1 does not otherwise update information in the Original Filing to reflect facts or events occurring subsequent to the date of the Original Filing.

PART II. OTHER INFORMATION

Item 6. EXHIBITS.

3. Articles and Bylaws
 - 3.1 Articles of Incorporation of Dollar Tree, Inc. (the Company) (as Amended, effective June 23, 2008) (Exhibit 3.1 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)
 - 3.2 Bylaws of the Company, as amended (Exhibit 3.2 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)

 10. Material Contracts
 - 10.1 Amendments to the Assumed Incentive Plans of the Company (Exhibit 10.1 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)
 - 10.2 Fourth Amendment to the 2004 Executive Officer Equity Plan (Exhibit 10.2 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)
 - 10.3 Third Amendment to the 2004 Executive Officer Cash Bonus Plan (Exhibit 10.3 to the Company's June 19, 2008 Report on Form 8-K, incorporated herein by this reference)

 31. Certifications required under Section 302 of the Sarbanes-Oxley Act
 - 31.1 Certification required under Section 302 of the Sarbanes-Oxley Act of Chief Executive Officer
 - 31.2 Certification required under Section 302 of the Sarbanes-Oxley Act of Principal Financial Officer

 32. Certifications required under Section 906 of the Sarbanes-Oxley Act
 - 32.1 Certification required under Section 906 of the Sarbanes-Oxley Act of Chief Executive Officer
 - 32.2 Certification required under Section 906 of the Sarbanes-Oxley Act of Principal Financial Officer
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DOLLAR TREE, INC.

Date: November 21, 2008

By: /s/ Kathleen E. Mallas
Kathleen E. Mallas
Vice President - Controller
(Principal Financial Officer)

Chief Executive Officer Certification

I, Bob Sasser, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q of Dollar Tree, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 21, 2008

/s/ Bob Sasser
Bob Sasser
Chief Executive Officer

Principal Financial Officer Certification

I, Kathleen E. Mallas, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q of Dollar Tree, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 21, 2008

/s/ Kathleen E. Mallas

Kathleen E. Mallas

Vice President – Controller (Principal Financial Officer)

Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Dollar Tree, Inc. (the "Company") on Form 10-Q for the quarter ending August 2, 2008, as filed with the Securities and Exchange Commission on September 10, 2008 and as amended by the Company's Amendment No.1 on Form 10-Q/A as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bob Sasser, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 21, 2008
Date

/s/ Bob Sasser
Bob Sasser
Chief Executive Officer

A signed original of this written statement required by Section 906 has been furnished to Dollar Tree, Inc. and will be retained by Dollar Tree, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Dollar Tree, Inc. (the "Company") on Form 10-Q for the quarter ending August 2, 2008, as filed with the Securities and Exchange Commission on September 10, 2008 and as amended by the Company's Amendment No. 1 on Form 10-Q/A, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kathleen E. Mallas, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 21, 2008
Date

/s/ Kathleen E. Mallas
Kathleen E. Mallas
Vice President – Controller
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been furnished to Dollar Tree, Inc. and will be retained by Dollar Tree, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.