

Anderson Joel D
Form 4
March 22, 2018

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Anderson Joel D

(Last) (First) (Middle)

C/O FIVE BELOW INC., 1818
MARKET STREET, SUITE 2000

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIVE BELOW, INC [FIVE]

3. Date of Earliest Transaction
(Month/Day/Year)

03/20/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price | | |
| Common Stock | 03/20/2018 | | M | | 14,535 A \$ 0 ⁽¹⁾ | 122,228 | D |
| Common Stock | 03/20/2018 | | F | | 6,740 D \$ 68.98 | 115,488 | D |
| Common Stock | 03/20/2018 | | M | | 24,561 A \$ 0 ⁽²⁾ | 140,049 | D |
| Common Stock | 03/20/2018 | | F | | 11,390 D \$ 68.98 | 128,659 | D |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 03/20/2018 | | M | 14,535 (4) | (4) (4) | Common Stock | 14,535 |
| Restricted Stock Units | (3) | 03/20/2018 | | M | 31,490 (5) | (6) (6) | Common Stock | 31,490 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Anderson Joel D C/O FIVE BELOW INC. 1818 MARKET STREET, SUITE 2000 PHILADELPHIA, PA 19103 | X | | President and CEO | |

Signatures

/s/ Maureen Mulligan, as Attorney-In-Fact for Joel D.
Anderson

03/22/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) On March 20, 2018, 50% of a restricted stock unit award granted to the reporting person on July 21, 2014 vested with respect to 14,535 shares of Common Stock.
- (2) On March 20, 2018, a performance restricted stock unit award granted to the reporting person on March 10, 2015 vested with respect to 24,561 shares of Common Stock.

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- (3) Each restricted stock unit represents the contingent right to receive one share of Five Below, Inc.'s common stock.
- 50% of the restricted stock units granted on July 21, 2014 vested on March 20, 2018, and, subject to the reporting person's continued employment, the remaining 50% will vest on February 2, 2019, in each case based on the attainment of an earnings growth measure performance goal for the Company's 2017 and 2018 fiscal years, as established by the Compensation Committee.
- (5) The reporting person was eligible to receive from 0%-150% of the target number of performance restricted stock units, 20,993, based on the Company's achievement of specified adjusted operating income. The number indicated (31,490) represented the maximum number of shares issuable at the 150% achievement level. The actual level of attainment of the performance measure was 117%, entitling the reporting person to receive 24,561 shares of Common Stock.
- (6) These performance restricted stock units vested at the end of a three-year period following the grant date of March 10, 2015, based on the Company's achievement of specified adjusted operating income.

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

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