FIVE BELOW, INC Form 4 January 30, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Anderson Joel D			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			FIVE BELOW, INC [FIVE]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O FIVE BELOW INC., 1818 MARKET STREET, SUITE 2000			01/01/2015	X Officer (give title Other (specif		
				below) below) President and COO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
PHILADEL	PHIA, PA 1	9103		_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative :	Secur	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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)	
Common Stock	01/01/2015		Code V M	Amount 22,286	(D)	Price (1)	22,286	D	
Common Stock	01/29/2015		F	9,173	D	\$ 34.27	13,113	D	

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

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# 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date ecurities (Month/Day/Year) cquired (A) Disposed of O) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	<u>(2)</u>	01/01/2015		M	22,286	<u>(3)</u>	<u>(3)</u>	Common Stock	22,286	

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## **Reporting Owners**

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

## **Signatures**

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

01/30/2015

\*\*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 January 1, 2015, 1/3 of the reporting person's 66,860 restricted stock units vested and converted into 22,286 shares of common stock on a one-for-one basis.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
  - As previously reported, on July 21, 2014, the reporting person was granted 66,860 restricted stock units. 1/3rd of the restricted stock units vested on January 1, 2015; an additional 1/3rd of the restricted stock units will vest on the earlier of (A) the later of (i) October 1, 2015 or
- (3) (ii) 30 days after the reporting person relocates his permanent residence to the greater Philadelphia, PA metropolitan area, and (B) January 1, 2016; and the remaining 1/3rd of restricted stock units will vest on January 1, 2016, subject to the reporting person's continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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