

FIVE BELOW, INC
Form 8-K
January 09, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): January 9, 2014

FIVE BELOW, INC.
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--|--|
| Pennsylvania (State or Other Jurisdiction of Incorporation) | 001-35600 (Commission File Number) | 75-3000378 (IRS Employer Identification No.) |
| 1818 Market Street Suite 1900 Philadelphia, PA 19103 (Address of Principal Executive Offices) (Zip Code) | | |
| Registrant's telephone number, including area code: (215) 546-7909 | | |
| Not applicable (Former Name or Former Address, if Changed Since Last Report) | | |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On January 9, 2014, Five Below, Inc. issued a press release providing an update on its previously communicated fourth quarter of fiscal 2013 net sales and earnings guidance based on quarter-to-date results for the period from November 3, 2013 through January 4, 2014. A copy of this press release is attached hereto as Exhibit 99.1, and is being furnished, not filed, under item 2.02 of this Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release dated January 9, 2014 concerning fourth quarter of fiscal 2013 net sales and earnings guidance based on quarter-to-date results for the period from November 3, 2013 through January 4, 2014. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 9, 2014

By: Five Below, Inc.
/s/ Kenneth R. Bull
Name: Kenneth R. Bull
Title: Chief Financial Officer, Secretary and
Treasurer

EXHIBIT INDEX

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