

BULL KENNETH R
Form 4
June 27, 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 *
BULL KENNETH R

(Last) (First) (Middle)

C/O FIVE BELOW INC., 701
MARKET STREET, SUITE 300

(Street)

PHILADELPHIA, PA 19106

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/25/2018

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)
CFO & Treasurer

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	(A) or (D)	Price
Common Stock	06/25/2018		M		3,750	A	\$ 39.7
Common Stock	06/25/2018		S		3,750	D	\$ 99
Common Stock	06/25/2018		M		2,348	A	\$ 38.71
Common Stock	06/25/2018		S		2,348	D	\$ 99
Common Stock	06/25/2018		M		10,790	A	\$ 28.58
Common Stock	06/25/2018		M		10,790	A	\$ 28.58

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Common Stock	06/25/2018	S	10,790	D	\$ 99	69,240	D
Common Stock	06/25/2018	M	2,316	A	\$ 39.3	71,556	D
Common Stock	06/25/2018	S	2,316	D	\$ 99	69,240	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. 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
Stock Option (right to buy)	\$ 39.7	06/25/2018		M	3,750	<u>(1)</u> 07/18/2023	Common Stock	3,750
Stock Option (right to buy)	\$ 38.71	06/25/2018		M	2,348	<u>(1)</u> 06/24/2024	Common Stock	2,348
Stock Option (right to buy)	\$ 28.58	06/25/2018		M	10,790	<u>(2)</u> 03/10/2025	Common Stock	10,790
Stock Option (right to buy)	\$ 39.3	06/25/2018		M	2,316	<u>(3)</u> 03/11/2026	Common Stock	2,316

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BULL KENNETH R
C/O FIVE BELOW INC.
701 MARKET STREET, SUITE 300
PHILADELPHIA, PA 19106

CFO & Treasurer

Signatures

/s/ Maureen Mulligan, as Attorney-In-Fact for Kenneth
R. Bull

06/27/2018

__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) Stock options are fully vested and exercisable.
- (2) 50% of the option grant vested and became exercisable on March 10, 2017, 25% of the option grant vested and became exercisable on March 10, 2018 and the remaining 25% of the option grant will vest and become exercisable on March 10, 2019.
- (3) 50% of the option grant vested and became exercisable on March 11, 2018, and the remaining 50% will vest and become exercisable in 25% increments on March 11, 2019 and March 11, 2020.

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.