FIVE BELOW, INC Form 4

December 22, 2014

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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(b).

1. Name and Address of Reporting Person \* **Vellios Thomas** 

(Last)

(City)

(Instr. 3)

(First) (Middle)

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

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

FIVE BELOW, INC [FIVE]

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

12/19/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) **CEO** 

6. Individual or Joint/Group Filing(Check

**OMB APPROVAL** 

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2005

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Applicable Line)

\_X\_ 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

PHILADELPHIA, PA 19103

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

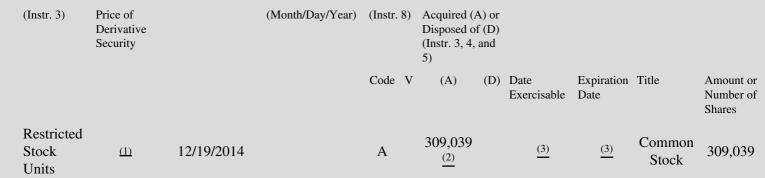
Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: FIVE BELOW, INC - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Kelationships			
<u>.</u>	Director	10% Owner	Officer	Other
Vellios Thomas	X	CEO		
C/O FIVE BELOW, INC.				
1818 MARKET STREET, SUITE 2000		CEO		
PHILADELPHIA PA 19103				

# **Signatures**

Maureen Mulligan, as Attorney-In-Fact for Thomas G. Vellios 12/22/2014

\*\*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) Each performance restricted stock unit represents the contingent right to receive one share of Five Below, Inc.'s common stock.
  - The number reflected in Table II above represents the target number of shares the reporting person is eligible to receive pursuant to the performance restricted stock unit award, which provides that the reporting person is eligible to receive from 50% to 100% of the target
- (2) number of performance restricted stock awards. The performance restricted stock units earned will be interpolated proportionately to determine the number of shares deliverable for any attainment of the performance goal that is between the applicable threshold and the target levels.
- 77,260 of the performance restricted stock units vest as of the last day of the Company's 2015 fiscal year, 103,013 of the performance restricted stock units vest as of the last day of the Company's 2016 fiscal year, and 128,766 of the performance restricted stock units vest as of the last day of the Company's 2017 fiscal year, in each case, subject to the Company's achievement of specified levels of adjusted operating income and subject to retention and acceleration under certain circumstances.

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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