Anderson Joel D Form 4 December 05, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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

Check this box

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

(Print or Type Responses)

1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

FIVE BELOW, INC [FIVE] 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner

(Check all applicable)

C/O FIVE BELOW INC., 1818

(Street)

(State)

(Month/Day/Year) 12/01/2017

X\_ Officer (give title Other (specify below)

MARKET STREET, SUITE 2000

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

President & CEO 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

### PHILADELPHIA, PA 19103

(City)

(City)	(State)	Table Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/01/2017		M	14,535	A	\$ 0 (1)	114,812	D	
Common Stock	12/01/2017		F	7,119	D	\$ 61.51	107,693	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	<u>(2)</u>	12/01/2017		M	14,535	(3)	<u>(3)</u>	Common Stock	14,535	

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Anderson Joel D						
C/O FIVE BELOW INC.	X		President			
1818 MARKET STREET, SUITE 2000	Λ		& CEO			
PHILADELPHIA, PA 19103						

### **Signatures**

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

\*\*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 December 1, 2017, 1/2 of the reporting person's 29,069 restricted stock units vested and converted into 14,535 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 23, 2014, the reporting person was granted 29,069 restricted stock units. 1/2 of the restricted stock units (3) vested on December 1, 2017 and the remaining 1/2 will vest on December 1, 2018, 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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