SPECTER ERIC M Form 4

March 22, 2018

# FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * SPECTER ERIC M			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	FIVE BELOW, INC [FIVE] 3. Date of Earliest Transaction	(Check all applicable)			
C/O FIVE BELOW, INC., 1818 MARKET STREET, SUITE 2000			(Month/Day/Year) 03/20/2018	Director 10% Owner Nother (give title Other (specification) below)  Chief Administrative Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PHILADELP:	HIA, PA 1	9103		Form filed by More than One Reporting			

(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acqı	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		*	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 1)	(msu. 1)	
Common Stock	03/20/2018		M		A		14,876	D		
Common Stock	03/20/2018		F	3,762	D	\$ 68.98	11,114	D		

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

(7:n)

(State)

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SEC 1474

(9-02)

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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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	<u>(2)</u>	03/20/2018		M	10,496 (3)	<u>(4)</u>	<u>(4)</u>	Common Stock	10,496	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SPECTER ERIC M C/O FIVE BELOW, INC. 1818 MARKET STREET, SUITE 2000 PHILADELPHIA, PA 19103

Chief Administrative Officer De Sec (In

### **Signatures**

/s/ Maureen Mulligan, as Attorney-In-Fact for Eric Specter

03/22/2018

\*\*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) On March 20, 2018, a performance restricted stock unit award granted to the reporting person on March 10, 2015 vested with respect to 8,186 shares of Common Stock.
- (2) Each performance restricted stock unit represents the contingent right to receive one share of Five Below, Inc.'s common stock.
- The reporting person was eligible to receive from 0%-150% of the target number of performance restricted stock units, 6,997, based on the Company's achievement of specified adjusted operating income. The number indicated (10,496) represented the maximum number of shares issuable at the 150% achievement level. The actual level of attainment of the performance measure was 117%, entitling the reporting person to receive 8,186 shares of Common Stock.
- (4) These performance restricted stock units vested at the end of a three-year period following the grant date of March 10, 2015, based on the Company's achievement of specified adjusted operating income.

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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