

Makuen David N.
Form 3
November 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Makuen David N. | | (Month/Day/Year) | FIVE BELOW, INC [FIVE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/29/2017 | | |
| C/O FIVE BELOW, INC.,Â 1818 MARKET STREET, SUITE 2000 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Executive Vice President | |
| PHILADELPHIA,Â PAÂ 19103 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 4,085 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (right to buy) | Â (3) | 11/22/2021 | Common Stock | 46,400 | \$ 6.13 | D | Â |
| Stock Option (right to buy) | Â (3) | 07/18/2023 | Common Stock | 10,000 | \$ 39.7 | D | Â |
| Stock Option (right to buy) | Â (4) | 06/24/2024 | Common Stock | 5,366 | \$ 38.71 | D | Â |
| Stock Option (right to buy) | Â (5) | 03/10/2025 | Common Stock | 8,992 | \$ 28.58 | D | Â |
| Stock Option (right to buy) | Â (6) | 03/11/2026 | Common Stock | 3,970 | \$ 39.3 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Makuen David N. C/O FIVE BELOW, INC. 1818 MARKET STREET, SUITE 2000 PHILADELPHIA, PA 19103 | Â | Â | Â Executive Vice President | Â |

Signatures

Maureen Mulligan, Attorney-in-Fact for David N. Makuen
11/06/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,312 shares that were granted in the form of restricted stock units. Each restricted stock unit represents the contingent right to receive one share of Five Below, Inc.'s common stock.
50% of the 1,312 shares granted in the form of restricted stock units will vest two years after the grant date, March 7, 2017 and the remaining 50% will vest in 25% increments on the third and fourth anniversaries of the grant date, subject to the reporting person's continued employment.
- (2) remaining 50% will vest in 25% increments on the third and fourth anniversaries of the grant date, subject to the reporting person's continued employment.
- (3) The vesting terms for this option grant have been satisfied and 100% of the option grant is vested and exercisable.
- (4) 75% of the option grant is vested and exercisable, and the remaining 25% will vest and become exercisable on the fourth anniversary of the grant date, June 24, 2014, subject to the reporting persons' continued employment.
- (5) 50% of the option grant is vested and exercisable, and the remaining 50% will vest and become exercisable in 25% increments on the third and fourth anniversaries of the grant date, March 10, 2015, subject to the reporting person's continued employment.
50% of the option grant will vest and become exercisable two years after the grant date, March 11, 2016, and the remaining 50% will vest and become exercisable in 25% increments on the third and fourth anniversaries of the grant date, subject to the reporting person's continued employment.
- (6) and become exercisable in 25% increments on the third and fourth anniversaries of the grant date, 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.

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