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

FIVE BELC	OW, INC										
Form 4											
February 06	, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check th	his box		vv a	sington	l, D.C. 205	949				January 31,	
if no lon		EMENT O	F CHAN	IGES IN	BENEFI	CIAI	OWN	ERSHIP OF	Expires:	2005	
	subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per			
Form 4 of									response 0.5		
Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934.										
obligation may con				•	•			1935 or Section	ı		
See Inst		30(h)	of the Ir	nvestmen	t Company	y Act	of 1940	)			
1(b).											
(Print or Type	Desponses)										
(I mit of Type	(Kesponses)										
1. Name and A	Address of Reportir	ng Person <u>*</u>	2. Issue	r Name <b>an</b>	<b>d</b> Ticker or T	Frading	<del>,</del>	5. Relationship of 1	Reporting Pers	son(s) to	
1. Name and Address of Reporting Person _2. Issuer Name and Ticker or Trading5. Relationship ofGPE VI GP (Delaware) LimitedSymbolIssuer											
Partnership FIVE BELOW, INC [FIVE]						-1111					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check				k all applicable)				
, <i>,</i> ,		. ,	(Month/I	Day/Year)				Director 10% Owner			
C/O ADVENT INTERNATIONAL 02/04/2013				2013	-			Officer (give titleX_ Other (specify below) below)			
CORPORATION, 75 STATE								· · · · · · · · · · · · · · · · · · ·	per of group >10%		
STREET, 2	29TH FLOOR										
(Street) 4. If Ame			endment, Date Original			(	6. Individual or Joint/Group Filing(Check				
Filed(Mo				onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
DOSTON	MA 02100						-	_X_ Form filed by O Form filed by M			
BOSTON,	MA 02109						1	Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	Securit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of	2. Transaction Da	te 2A. Deer	ned	3.	4. Securitie	es Acq	uired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year	n Date, if		omr Dispose			Securities	Ownership	Indirect		
(Instr. 3)		any (Month/I	Day/Year)	Code (Instr. 8)	(Instr. 3, 4	and 5)		Beneficially Owned	Form: Direct (D)	Beneficial ) Ownership	
		(WOIIII/L	Jay/ I cal)	(11150. 0)				Following	or Indirect	(Instr. 4)	
						(A)		Reported	(I)		
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
				Code V	Amount	(D)	Price	(msu. 5 and 4)		C	
Common	02/04/2012			C	016 (06	D	\$	1 706 247	т	See Eastrate	
Stock	02/04/2013			S	916,606	D	34.05	1,706,247	Ι	Footnote $(1)$	
										<u> </u>	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Si

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
GPE VI GP (Delaware) Limited Partnersl C/O ADVENT INTERNATIONAL COR 75 STATE STREET, 29TH FLOOR BOSTON, MA 02109	•				Member of group >10%		
Signatures							
Jarlyth H. Gibson, Compliance Officer	02/06/2013						
**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).

These securities are indirectly beneficially owned in the following capacities: as General Partner of Advent International GPE VI-C Limited Partnership, Advent International GPE VI-D Limited Partnership and Advent International GPE VI-E Limited Partnership. These (1) three GPE VI Funds are shareholders of Advent - Five Below Acquisition Limited Partnership which is the direct owner of these securities.

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.