

FIVE BELOW, INC
Form SC 13D/A
July 03, 2013

Schedule 13D

CUSIP NO. 33829M101

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)
(Amendment No. 2)¹

Five Below Inc.

(Name of issuer)

Common Stock, par value \$0.01

(Title of class of securities)

33829M101

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

(CUSIP number)

Anna J. Guerin, Assistant Compliance Officer 617-951-9762

C/o Advent International Corporation, 75 State Street, 29th Floor

Boston, MA 02109

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 1, 2013

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent International Corporation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING 11,622,261
PERSON 8 SHARED VOTING POWER

WITH

None
9 SOLE DISPOSITIVE POWER

11,622,261
10 SHARED DISPOSITIVE POWER

11 None
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 11,622,261
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14 21.51%
TYPE OF REPORTING PERSON*

CO, IA

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent International LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING 11,622,261
PERSON 8 SHARED VOTING POWER

WITH

None
9 SOLE DISPOSITIVE POWER

11,622,261
10 SHARED DISPOSITIVE POWER

11 None
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 11,622,261
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14 21.51%
TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 GPE VI GP Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING 10,238,047
PERSON 8 SHARED VOTING POWER

WITH

None
9 SOLE DISPOSITIVE POWER

10,238,047
10 SHARED DISPOSITIVE POWER

| | |
|----|--|
| 11 | None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 10,238,047 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 13 | .. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 14 | 18.95% TYPE OF REPORTING PERSON* |

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 GPE VI GP (Delaware) Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,135,496
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING None
9 SOLE DISPOSITIVE POWER

PERSON

WITH

1,135,496
10 SHARED DISPOSITIVE POWER

| | |
|----|---|
| 11 | None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 1,135,496 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 13 | .. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 14 | 2.10% TYPE OF REPORTING PERSON* |

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI 2008 Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 192,930

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
9 SOLE DISPOSITIVE POWER

PERSON

WITH

192,930
10 SHARED DISPOSITIVE POWER

11 None
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 192,930
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14 0.36%
TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI 2009 Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 6,978

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
9 SOLE DISPOSITIVE POWER

PERSON

WITH

6,978
10 SHARED DISPOSITIVE POWER

| | |
|----|---|
| 11 | None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 6,978 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 13 | .. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 14 | 0.01% TYPE OF REPORTING PERSON* |

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI 2010 Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,113
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING None
9 SOLE DISPOSITIVE POWER

PERSON

WITH

15,113
10 SHARED DISPOSITIVE POWER

| | |
|----|--|
| 11 | None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 15,113 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 13 | .. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 14 | 0.03% TYPE OF REPORTING PERSON* |

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI-A 2010 Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING 16,270
PERSON 8 SHARED VOTING POWER

WITH

None
9 SOLE DISPOSITIVE POWER

16,270
10 SHARED DISPOSITIVE POWER

| | |
|----|--|
| 11 | None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 16,270 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 13 | .. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 14 | 0.03% TYPE OF REPORTING PERSON* |

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI-A Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 WC
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING 17,427
PERSON 8 SHARED VOTING POWER

WITH

None
9 SOLE DISPOSITIVE POWER

17,427
10 SHARED DISPOSITIVE POWER

| | |
|----|--|
| 11 | None AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 17,427 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 13 | .. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 14 | 0.03% TYPE OF REPORTING PERSON* |

PN

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