

FIVE BELOW, INC  
Form 8-K  
June 12, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): June 12, 2013

FIVE BELOW, INC.  
(Exact Name of Registrant as Specified in Charter)

|   |  |  |
|---|--|--|
| Pennsylvania<br>(State or Other Jurisdiction of<br>Incorporation)   | 001-35600<br>(Commission<br>File Number) | 75-3000378<br>(IRS Employer<br>Identification No.) |
| 1818 Market Street<br>Suite 1900<br>Philadelphia, PA 19103<br>(Address of Principal Executive Offices) (Zip Code) |  |  |
| Registrant's telephone number, including area code: (215) 546-7909  |  |  |
| Not applicable<br>(Former Name or Former Address, if Changed Since Last Report)                                   |  |  |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On June 12, 2013, Five Below, Inc. (the “Company”) issued a press release regarding its sales and earnings results for the thirteen weeks ended May 4, 2013 (the “Press Release”). A copy of the Press Release is attached hereto as Exhibit 99.1, and is being furnished, not filed, under item 2.02 of this Report on Form 8-K. As previously announced, the Company has scheduled a conference call for 4:30 p.m. Eastern Time on June 12, 2013 to discuss the financial results.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release dated June 12, 2013 announcing the Company's first fiscal quarter 2013 financial results. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 12, 2013

By: Five Below, Inc.  
/s/ Kenneth R. Bull  
Name: Kenneth R. Bull  
Title: Chief Financial Officer, Secretary and  
Treasurer

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EXHIBIT INDEX

| Exhibit<br>No. | Description   |
|----------------|---|
| 99.1           | Press Release dated June 12, 2013 announcing the Company's first fiscal quarter 2013 financial results. |