

FIVE BELOW, INC  
Form 8-K  
January 09, 2017

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): January 9, 2017

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

Pennsylvania                      001-35600    75-3000378  
(State or Other Jurisdiction of (Commission (IRS Employer  
Incorporation)                      File Number) Identification No.)  
1818 Market Street  
Suite 2000  
Philadelphia, PA 19103  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (215) 546-7909  
Not applicable  
(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))

Item 7.01 Regulation FD Disclosure.

On January 9, 2017, Five Below, Inc. issued a press release providing an update on its previously communicated fourth quarter and full year fiscal 2016 net sales and earnings guidance based on quarter-to-date results through January 7, 2017 (the "Press Release"). A copy of the Press Release is attached hereto as Exhibit 99.1, and is being furnished, not filed, under item 7.01 of this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Exhibit Description   |
|----------------|---|
| 99.1           | Press Release dated January 9, 2017 concerning fourth quarter and full year fiscal 2016 net sales and earnings guidance based on quarter-to-date results through January 7, 2017. |

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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: January 9, 2017      Five Below, Inc.  
By: /s/ Kenneth R. Bull  
Name: Kenneth R. Bull  
Title: Chief Financial Officer and Treasurer

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EXHIBIT INDEX

| Exhibit<br>Number | Exhibit Description   |
|-------------------|---|
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