

FIVE BELOW, INC  
Form 8-K  
June 20, 2018

**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 19, 2018**

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

**Pennsylvania**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-35600**  
**(Commission**  
**File Number)**  
**701 Market Street**

**75-3000378**  
**(IRS Employer**  
**Identification No.)**

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**Suite 300**

**Philadelphia, PA 19106**

**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2):

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to section 13(a) of the Exchange Act:

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 19, 2018, the Company held its Annual Meeting of Shareholders (the *Annual Meeting*). A total of 55,618,387 shares of the Company's common stock were entitled to vote as of April 24, 2018, the record date for the Annual Meeting, of which 51,640,239 were present in person or by proxy at the Annual Meeting. The following is a summary of the final voting results for each matter presented to shareholders.

**PROPOSAL 1:**

Election of four Class III Directors to hold office until the 2021 Annual Meeting of Shareholders.

| <u>Nominee</u>    | For        | Against   | Abstentions | Broker Non-Votes |
|-------------------|------------|-----------|-------------|------------------|
| Daniel J. Kaufman | 46,306,525 | 173,990   | 688,806     | 4,470,918        |
| Dinesh S. Lathi   | 46,444,999 | 35,555    | 688,767     | 4,470,918        |
| Richard L. Markee | 46,437,842 | 42,990    | 688,489     | 4,470,918        |
| Thomas G. Vellios | 44,815,552 | 1,665,268 | 688,501     | 4,470,918        |

**PROPOSAL 2:** Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the current fiscal year ending February 2, 2019.

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 50,870,488 | 525,567 | 244,184     |                  |

**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.

Five Below, Inc.

Date: June 20, 2018

By: /s/ Kenneth R. Bull  
Name: Kenneth R. Bull  
Title: Chief Financial Officer and Treasurer