

FIVE BELOW, INC  
Form 8-K  
January 07, 2016

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 7, 2016

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

|   |  |  |
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| Pennsylvania<br>(State or Other Jurisdiction of<br>Incorporation)<br>1818 Market Street<br>Suite 2000<br>Philadelphia, PA 19103<br>(Address of Principal Executive Offices) (Zip Code)<br>Registrant's telephone number, including area code: (215) 546-7909<br>Not applicable<br>(Former Name or Former Address, if Changed Since Last Report) | 001-35600<br>(Commission<br>File Number) | 75-3000378<br>(IRS Employer<br>Identification No.) |
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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 2.02 Results of Operations and Financial Condition.

On January 7, 2016, Five Below, Inc. issued a press release providing an update on its previously communicated fourth quarter of fiscal 2015 net sales and earnings guidance based on quarter-to-date results for the nine-weeks ended January 2, 2016 (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 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 7, 2016 concerning fourth quarter of fiscal 2015 net sales and earnings guidance based on quarter-to-date results for the nine-weeks ended January 2, 2016. |
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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 7, 2016

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 Number | Exhibit Description   |
|----------------|---|
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