

FIVE BELOW, INC  
Form 3  
July 29, 2014

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â SPECTER ERIC M

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

07/28/2014

3. Issuer Name and Ticker or Trading Symbol  
FIVE BELOW, INC [FIVE]

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X \_\_\_ Officer \_\_\_ Other  
(give title below) (specify below)

Chief Administrative Officer

C/O FIVE BELOW INC.,Â 1818  
MARKET STREET, SUITE  
2000

(Street)

PHILADELPHIA,Â PAÂ 19103

(City)

(State)

(Zip)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
X Form filed by One Reporting  
Person  
\_\_\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Date  
Exercisable

Expiration  
Date

Title

Amount or  
Number of

Shares

or Indirect  
(I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |                                     |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                                                   | Director      | 10% Owner | Officer                             | Other |
| SPECTER ERIC M<br>C/O FIVE BELOW INC.<br>1818 MARKET STREET, SUITE 2000<br>PHILADELPHIA, PA 19103 | Ã             | Ã         | Ã Chief<br>Adminstrative<br>Officer | Ã     |

## Signatures

/s/ Maureen Mulligan, as Attorney-In-Fact for Eric  
Specter

07/29/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

### No securities are beneficially owned

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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