

FIVE BELOW, INC  
Form 8-K  
August 31, 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): August 31, 2016

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))
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Item 2.02 Results of Operations and Financial Condition.

On August 31, 2016, Five Below, Inc. (the “Company”) issued a press release regarding its sales and earnings results for the thirteen and twenty-six weeks ended July 30, 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. As previously announced, the Company has scheduled a conference call for 4:30 p.m. Eastern Time on August 31, 2016 to discuss the financial results.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release dated August 31, 2016 announcing the Company's second fiscal quarter 2016 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.

Five Below, Inc.  
Date: August 31, 2016 By: /s/ Kenneth R. Bull  
Name: Kenneth R. Bull  
Title: Chief Financial Officer and Treasurer

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EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release dated August 31, 2016 announcing the Company's second fiscal quarter 2016 financial results. |