

# FIVE BELOW, INC

## **FORM 8-K** (Current report filing)

Filed 06/22/17 for the Period Ending 06/20/17

Address	1818 MARKET STREET SUITE 2000 PHILADELPHIA, PA 19103
Telephone	215 546 7909
CIK	0001177609
Symbol	FIVE
SIC Code	5331 - Variety Stores
Industry	Department Stores
Sector	Consumer Cyclical
Fiscal Year	01/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

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**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 20, 2017**

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**FIVE BELOW, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**001-35600**  
(Commission  
File Number)

**75-3000378**  
(IRS Employer  
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)

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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))

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:

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

On June 20, 2017, the Company held its Annual Meeting of Shareholders (the “*Annual Meeting*”). A total of 55,102,071 shares of the Company’s common stock were entitled to vote as of April 25, 2017, the record date for the Annual Meeting, of which 51,877,353 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 three Class II Directors to hold office until the 2020 Annual Meeting of Shareholders.

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Joel D. Anderson	48,405,137	305,392	528,983	2,637,841
Kathleen S. Barclay	48,266,261	444,491	528,760	2,637,841
Thomas M. Ryan	48,289,213	421,286	529,013	2,637,841

**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 3, 2018.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
51,794,912	36,123	46,318	0

**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 21, 2017

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