

**FIVE BELOW, INC**  
Filed by  
**GOLDMAN SACHS ASSET MANAGEMENT, L.P.**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 02/08/17

Address	1818 MARKET STREET SUITE 1900 PHILADELPHIA, PA 19103
Telephone	215 546 7909
CIK	0001177609
Symbol	FIVE
SIC Code	5331 - Variety Stores
Industry	Department Stores
Sector	Consumer Cyclical
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**FIVE BELOW, INC.**

---

(Name of Issuer)

Common Stock, \$0.01 par value per share

---

(Title of Class of Securities)

**33829M101**

(CUSIP Number)

December 31, 2016

---

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman Sachs Asset Management  
(Goldman Sachs Asset Management, L.P., together with GS  
Investment Strategies, LLC, "Goldman Sachs Asset Management")

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

1,855,294

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With: 1,931,073

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,931,073

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

3.5 %

12. Type of Reporting Person

IA

**Item 1(a). Name of Issuer:**  
**FIVE BELOW, INC.**

**Item 1(b). Address of Issuer's Principal Executive Offices:**  
1818 Market Street, Suite 2000 Philadelphia, PA 19103

**Item 2(a). Name of Persons Filing:**

**GOLDMAN SACHS ASSET MANAGEMENT**

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

Goldman Sachs Asset Management  
200 West Street  
New York, NY 10282

**Item 2(c). Citizenship:**  
**GOLDMAN SACHS ASSET MANAGEMENT, L.P. - Delaware**  
**GS INVESTMENT STRATEGIES, LLC - Delaware**

**Item 2(d). Title of Class of Securities:**  
Common Stock, \$0.01 par value per share

**Item 2(e). CUSIP Number:**  
**33829M101**

**Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

- (a).  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b).  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c).  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d).  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e).  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); Goldman Sachs Asset Management, L.P.

GS Investment Strategies, LLC

- (f).  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g).  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h).  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i).  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j).  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k).  A group, in accordance with Rule 13d-1(b)(1)(ii) (A) through (K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item 4. Ownership.\***

(a). Amount beneficially owned:

See the response(s) to Item 9 on the attached cover page(s).

(b). Percent of Class:

See the response(s) to Item 11 on the attached cover page(s).

(c). Number of shares as to which such person has:

(i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).

(ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).

(iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).

(iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Clients of the Reporting Person(s) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are: NONE

**Item 7. Identification and Classification of the Subsidiary Which**

Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

\*In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion or both, or with respect to which there are limits on their voting or investment authority or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2017

**GOLDMAN SACHS ASSET MANAGEMENT, L.P.**

*By: /s/ Annie (Au) Hsu*

-----  
*Name: Annie (Au) Hsu*

*Title: Attorney-in-fact*

**GS INVESTMENT STRATEGIES, LLC**

*By: /s/ Annie (Au) Hsu*

-----  
*Name: Annie (Au) Hsu*

*Title: Attorney-in-fact*

**INDEX TO EXHIBITS**

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement
99.2	Power of Attorney, relating to GOLDMAN SACHS ASSET MANAGEMENT, L.P.
99.3	Power of Attorney, relating to GS INVESTMENT STRATEGIES, LLC

**EXHIBIT (99.1)**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.01 par value per share, of FIVE BELOW, INC. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 8, 2017

**GOLDMAN SACHS ASSET MANAGEMENT, L.P.**

*By: /s/ Annie (Au) Hsu*  
-----

*Name: Annie (Au) Hsu*  
*Title: Attorney-in-fact*

**GS INVESTMENT STRATEGIES, LLC**

*By: /s/ Annie (Au) Hsu*  
-----

*Name: Annie (Au) Hsu*  
*Title: Attorney-in-fact*



**EXHIBIT (99.2)**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS ASSET MANAGEMENT, L.P. (the "Company") does hereby make, constitute and appoint each of Annie Hsu, Jeremy Kahn, Abdul Khayum, Jerry Li, and Veruna Stanescu (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until the earlier of September 30, 2018 or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to perform the function in connection with which he/she was appointed attorney-in-fact or to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates, unless earlier revoked in writing by the undersigned. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

THIS POWER OF ATTORNEY shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of laws.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 3rd, 2016

**GOLDMAN SACHS ASSET MANAGEMENT, L.P.**

*By: /s/ Ellen R. Porges*

*Name: Ellen R. Porges*

*Title: General Counsel*

**EXHIBIT (99.3)**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS GS INVESTMENT STRATEGIES, LLC (the "Company") does hereby make, constitute and appoint each of Annie Hsu, Jeremy Kahn, Abdul Khayum, Jerry Li, and Veruna Stanescu (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in- fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney- in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of July 31st, 2016.

**GS INVESTMENT STRATEGIES, LLC**

*By: /s/ Umit Alptuna*

\_\_\_\_\_  
*Name: Umit Alptuna*

*Title: Authorized Signatory and Managing Director*