

FIVE BELOW, INC  
Form 8-K  
December 06, 2018

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): December 5, 2018

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.)  
701 Market Street  
Suite 300  
Philadelphia, PA 19106  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

- 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 provided pursuant to Section 13(a) of the Exchange Act. "

Item 2.02 Results of Operations and Financial Condition.

On December 5, 2018, Five Below, Inc. (the “Company”) issued a press release regarding its sales and earnings results for the thirteen and thirty-nine weeks ended November 3, 2018 (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 will make available pre-recorded management remarks on December 6, 2018 at 7:00 am Eastern Time, with a separate live Q&A-only conference call with management at 8:00 am Eastern Time on December 6, 2018 to discuss the financial results.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1	Press Release dated December 5, 2018 announcing the Company's third fiscal quarter 2018 financial results.
------	--

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: December 5, 2018      By: /s/ Kenneth R. Bull  
Five Below, Inc.  
Name: Kenneth R. Bull  
Title: Chief Financial Officer and Treasurer

---

EXHIBIT INDEX

Exhibit No.	Description
99.1	<u>Press Release dated December 5, 2018 announcing the Company's third fiscal quarter 2018 financial results.</u>