

Burkland Michael
Form 4
November 14, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burkland Michael

(Last) (First) (Middle)

C/O FIVE9, INC. BISHOP RANCH
8, 4000, EXECUTIVE PARKWAY,
SUITE 400

(Street)

SAN RAMON, CA 94583

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Five9, Inc. [FIVN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO, President and Chairman

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/13/2017		M	230,660	A \$ 0.52 1,194,161	D	
Common Stock	11/13/2017		S	230,660 (1)	D \$ 24.05 963,501	D	
Common Stock	11/13/2017		M	49,340 (1)	A \$ 4.84 1,012,841	D	
Common Stock	11/13/2017		S	49,340	D \$ 24.05 963,501	D	
Common Stock	11/13/2017		S	320,000 (1)	D \$ 24.05 643,501	D	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 0.52	11/13/2017		M	230,660	<u>(2)</u> 04/29/2021	Common Stock 230,660
Stock Option (right to buy)	\$ 4.84	11/13/2017		M	49,340	<u>(3)</u> 01/25/2023	Common Stock 49,340

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burkland Michael C/O FIVE9, INC. BISHOP RANCH 8, 4000 EXECUTIVE PARKWAY, SUITE 400 SAN RAMON, CA 94583	X		CEO, President and Chairman	

Signatures

/s/ David Hill 11/14/2017

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) The reported sales were made in connection with Mr. Burkland's health-related transition from CEO and President to Executive Chairman of Five9. Mr. Burkland continues to hold 643,501 shares of common stock and RSUs, plus stock options to purchase 1,292,983 shares.
- (2) Option began vesting in 48 substantially equal monthly installments beginning February 1, 2011.

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(3) Option began vesting in 48 substantially equal monthly installments beginning February 25, 2013.

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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