

Werthausen Judith L.  
Form 3  
February 25, 2019

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Ä Werthausen Judith L.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/25/2019

3. Issuer Name and Ticker or Trading Symbol  
FIVE BELOW, INC [FIVE]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

☒ Officer \_\_\_ Other

(give title below) (specify below)

EVP &amp; Chief Experience Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

\_\_\_ Form filed by More than One Reporting Person

C/O FIVE BELOW, INC.,Ä 701  
MARKET STREET, SUITE 300

(Street)

PHILADELPHIA,Ä PAÄ 19106

(City)

(State)

(Zip)

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect (I)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |                                  |       |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                                                        | Director      | 10% Owner | Officer                          | Other |
| Werthausen Judith L.<br>C/O FIVE BELOW, INC.<br>701 MARKET STREET, SUITE 300<br>PHILADELPHIA, PA 19106 | Â             | Â         | Â EVP & Chief Experience Officer | Â     |

## Signatures

Ronald J. Masciantonio,  
Attorney-in-Fact

02/25/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

### No securities are beneficially owned

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.