

Romanko Michael
Form 4
April 15, 2019

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Romanko Michael

(Last) (First) (Middle)

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

(Street)

PHILADELPHIA, PA 19106

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/12/2019		M		6,227	A	\$ 33.98	27,907	D
Common Stock	04/12/2019		M		1,158	A	\$ 39.3	29,065	D
Common Stock	04/12/2019		M		496	A	\$ 39.3	29,561	D
Common Stock	04/12/2019		S		7,881	D	\$ 134	21,680	D

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

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SEC 1474
(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 (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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 33.98	04/12/2019		M	6,227	<u>(1)</u> 01/19/2025	Common Stock	6,227
Stock Option (right to buy)	\$ 39.3	04/12/2019		M	1,158	<u>(2)</u> 03/11/2026	Common Stock	1,158
Stock Option (right to buy)	\$ 39.3	04/12/2019		M	496	<u>(2)</u> 03/11/2026	Common Stock	496

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Romanko Michael C/O FIVE BELOW INC. 701 MARKET STREET, SUITE 300 PHILADELPHIA, PA 19106			EVP	

Signatures

/s/ Ronald J. Masciantonio,
Attorney-In-Fact 04/15/2019

 **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 vesting terms for this option grant have been satisfied and 100% of the option grant is vested and exercisable.

50% of the option grant vested and became exercisable on March 11, 2018, 25% of the option grant vested and became exercisable on

(2) March 11, 2019 and the remaining 25% will vest and become exercisable on March 11, 2020, the fourth anniversary of the grant date, subject to the reporting person's continued employment

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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