

FIVE BELOW, INC  
Form 8-K  
May 04, 2016

**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): April 28, 2016**

**FIVE BELOW, INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Pennsylvania**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-35600**  
**(Commission**  
  
**File Number)**  
**1818 Market Street**

**75-3000378**  
**(IRS Employer**  
  
**Identification No.)**

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**Suite 2000**

**Philadelphia, PA 19103**

**(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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Election of a New Director

On May 3, 2016, the Board of Directors (the *Board*) of Five Below, Inc. (the *Company*) appointed Richard L. Markee as a Class III director, upon the recommendation of its Nominating and Corporate Governance Committee (the *Nominating Committee*), effective immediately, to fill the vacancy created by the resignation of David M. Mussafer. Subject to his nomination and election at the 2016 annual meeting of shareholders, Mr. Markee will serve the remainder of the Class III term which expires at the 2018 annual meeting of shareholders. The Board also appointed Mr. Markee to be a member of both the Audit Committee and the Compensation Committee.

The Board determined that Mr. Markee qualifies as an independent director under the director independence standards set forth in the rules and regulations of the Securities and Exchange Commission (the *SEC*) and the applicable listing standards of The Nasdaq Stock Market LLC (the *Nasdaq Rules*). Mr. Markee also satisfies the other requirements for Audit Committee members and Compensation Committee members under the rules and regulations of the SEC, the Nasdaq Rules and meets the definition of "outside director" under applicable regulations under the Internal Revenue Code of 1986, as amended.

Mr. Markee will be entitled to compensation under the Company's Compensation Policy for Non-Employee Directors. Mr. Markee has no arrangement or understanding with any other persons pursuant to which he was selected as a director. There are no transactions in which Mr. Markee has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Resignation of Director

On April 28, 2016, David M. Mussafer resigned as a member of the Board. The resignation was not a result of any disagreement with the Company.

**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: May 4, 2016

By: /s/ Kenneth R. Bull

Name: Kenneth R. Bull

Title: Chief Financial Officer and Treasurer