

FIVE BELOW, INC  
Form 8-K  
December 03, 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): November 27, 2018**

**FIVE BELOW, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Pennsylvania**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-35600**  
**(Commission**

**File Number)**  
**701 Market Street**

**75-3000378**  
**(IRS Employer**

**Identification No.)**

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**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 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On November 27, 2018, the Board of Directors of Five Below, Inc. (the *Company*) adopted a new Code of Business Conduct and Ethics (the *Code*). The Code is applicable to all directors, officers, and employees of the Company, including the Company's principal executive officer, principal financial officer and principal accounting officer. The changes to the Code include minor updates, non-substantive amendments and clarification regarding the Company's discrimination and harassment policy. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Code, which can be found on the Company's website at [www.fivebelow.com](http://www.fivebelow.com) under Investor Relations Corporate Governance Code of Business Conduct and Ethics. The contents of the Company's website are not incorporated by reference in this current report or made a part hereof for any purpose.

**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.

Five Below, Inc.

Date: December 3, 2018

By: /s/ Kenneth R. Bull

Name: Kenneth R. Bull

Title: Chief Financial Officer and Treasurer