

FIVE BELOW, INC  
Form DEFA14A  
June 09, 2015

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

**SCHEDULE 14A**  
**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

**Five Below, Inc.**

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

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
  - 2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by the Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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3) Filing Party:

4) Date Filed:

**Supplement to**  
**Proxy Statement Relating to 2015 Annual Meeting of Shareholders**

This proxy statement supplement, dated June 8, 2015, supplements the definitive proxy statement (the Proxy Statement ) of Five Below, Inc. (the Company ) filed with the Securities and Exchange Commission on May 6, 2015 relating to the 2015 Annual Meeting of Shareholders to be held at the offices of Pepper Hamilton LLP, 3000 Two Logan Square, 18th and Arch Streets, Philadelphia, Pennsylvania 19103 on Thursday, June 18, 2015, at 9:00 a.m. Eastern Daylight Time.

The purpose of this supplement is solely to correct a clerical error on page 44 of the Proxy Statement regarding accelerated restricted stock vesting for Thomas G. Vellios if, because of a voluntary termination for good reason or involuntary termination without cause (not following a change in control), his last day of employment with the Company had been January 31, 2015. Pursuant to Mr. Vellios' restricted stock unit award agreement, Mr. Vellios is not entitled to accelerated vesting of his restricted stock units in the event of voluntary termination for good reason or involuntary termination without cause (not following a change in control). Accordingly, the \$10,297,179 shown in the Potential Payments table on page 44 of the Proxy Statement as accelerated restricted stock vesting for Mr. Vellios in the event of a voluntary termination for good reason or involuntary termination without cause (not following a change in control) is incorrect, as there will be no such vesting. The correct entry in the table should have been .

Except as specifically revised by the information contained herein, this supplement does not revise or update any of the other information set forth in the Proxy Statement. This supplement should be read in conjunction with the Proxy Statement. From and after the date of this supplement, any references to the Proxy Statement are to the Proxy Statement as supplemented hereby.