FIVE BELOW, INC
Form DEFA14A
May 20, 2016

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 x 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
x 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):

x 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:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

¨ 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.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Five Below, Inc.

1818 Market Street

Suite 2000

Philadelphia, PA 19103

May 20, 2016

Dear Fellow Shareholder:

On May 12, 2016, we filed our proxy statement for the 2016 Annual Meeting of Shareholders of Five Below, Inc. (the Proxy Statement) and we mailed a Notice of Internet Availability containing instructions on how to access the Proxy Statement and our annual report online and how to vote online, to the holders of record and beneficial owners of our common stock as of the close of business on the record date.

We have revised and refiled our Proxy Statement, available on our web site at http://investor.fivebelow.com/sec.cfm. The revisions relate to proposals 3 (Approval of the Company s Equity Incentive Plan) and 4 (Approval of the Company s Performance Bonus Plan), and include attaching the plans as appendices to the Proxy Statement and making certain other technical corrections, including disclosing the number of persons who may be eligible to receive compensatory awards under the two plans. All shareholders who receive printed copies of the proxy materials in the mail after May 20, 2016 are receiving the revised version.

If you have already voted, you do not need to vote again unless you would like to change or revoke your prior vote on any proposal. If you would like to change or revoke your prior vote on any proposal, please refer to the Proxy Statement for instructions on how to do so.

If you have not yet voted, please do so as soon as possible either by signing, dating and returning the enclosed proxy card or voting instruction form, or vote via the Internet or telephone according to the instructions indicated on the enclosed proxy card or voting instruction form.

Sincerely,

Thomas Vellios

Executive Chairman