

SECURITIES AND EXCHANGE COMMISSION

FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

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FILER

**FIVE BELOW, INC**

CIK: **1177609** | IRS No.: **753000378** | State of Incorporation: **PA** | Fiscal Year End: **0129**  
Type: **DEFA14A** | Act: **34** | File No.: **001-35600** | Film No.: **22894462**  
SIC: **5331** Variety stores

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SUITE 300  
PHILADELPHIA PA 19106

Business Address  
701 MARKET STREET  
SUITE 300  
PHILADELPHIA PA 19106  
215 546 7909

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

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**SCHEDULE 14A**

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

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

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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 all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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FIVE BELOW, INC.  
701 MARKET STREET  
SUITE 300  
PHILADELPHIA, PA 19106

# Your **Vote** Counts!

**FIVE BELOW, INC.**

2022 Annual Meeting

Vote by June 13, 2022

11:59 PM ET



D76556-P67645

## You invested in FIVE BELOW, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 14, 2022.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 31, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

June 14, 2022  
9:00 AM, Eastern Time

##### Virtual Meeting

To attend and participate in the virtual Annual Shareholder Meeting, shareholders must register in advance at <https://viewproxy.com/fivebelow/2022/> prior to the deadline of 11:59 PM ET on June 9, 2022.

\*Please check the meeting materials for any special requirements for meeting attendance.





## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Catherine E. Buggeln	✓ For
1b. Michael F. Devine, III	✓ For
1c. Bernard Kim	✓ For
1d. Ronald L. Sargent	✓ For
2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the current fiscal year ending January 28, 2023.	✓ For
3. To approve the Company's 2022 Equity Incentive Plan.	✓ For
4. To approve, by non-binding advisory vote, the Company's Named Executive Officer compensation.	✓ For
5. To approve amendments to the Company's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws to declassify the Board of Directors.	✓ For
6. To approve amendments to the Company's Amended and Restated Articles of Incorporation and Amended and Restated Bylaws to increase the maximum allowable number of directors to 14.	✓ For

**NOTE:** If any other matters properly come before the meeting, the persons named in the proxy will vote in their discretion.

**PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote the shares you must go online or request a paper copy of the proxy materials to receive a proxy card.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".

