

FIVE BELOW, INC
Form SC 13D/A
February 07, 2013
CUSIP NO. 33829M101

Schedule 13D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

RULES 13d-1(a) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(a)

(Amendment No. 1)¹

Five Below Inc.

(Name of issuer)

Common Stock, par value \$0.01

(Title of class of securities)

33829M101

(CUSIP number)

Jarlyth H. Gibson, Compliance Officer 617-951-9493

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A
C/o Advent International Corporation, 75 State Street, 29th Floor
Boston, MA 02109

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 4, 2013

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: ..

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent International Corporation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 **WC**
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 17,464,139
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
PERSON 9 SOLE DISPOSITIVE POWER

PERSON

WITH

17,464,139
10 SHARED DISPOSITIVE POWER

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,464,139

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

32.35%

14 TYPE OF REPORTING PERSON*

CO, IA

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent International LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 **WC**
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 17,464,139
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
PERSON 9 SOLE DISPOSITIVE POWER

PERSON

WITH

17,464,139
10 SHARED DISPOSITIVE POWER

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,464,139

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

32.35%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

GPE VI GP Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,384,155
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
PERSON 9 SOLE DISPOSITIVE POWER

WITH

15,384,155
10 SHARED DISPOSITIVE POWER

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,384,155

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

28.50%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 GPE VI GP (Delaware) Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 **WC**
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,706,247
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
PERSON 9 SOLE DISPOSITIVE POWER

WITH

1,706,247
10 SHARED DISPOSITIVE POWER

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,706,247

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.16%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI 2008 Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 **WC**
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 289,906
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
PERSON 9 SOLE DISPOSITIVE POWER

WITH

289,906
10 SHARED DISPOSITIVE POWER

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

289,906

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.54%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI 2009 Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 **WC**
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 10,485
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
PERSON 9 SOLE DISPOSITIVE POWER

WITH

10,485
10 SHARED DISPOSITIVE POWER

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,485

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.02%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI 2010 Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 **WC**
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 22,709

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
9 SOLE DISPOSITIVE POWER

PERSON

WITH

22,709
10 SHARED DISPOSITIVE POWER

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,709

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.04%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI-A 2010 Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 **WC**
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 24,449
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None
PERSON 9 SOLE DISPOSITIVE POWER

WITH

24,449
10 SHARED DISPOSITIVE POWER

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None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,449

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Advent Partners GPE VI-A Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 Source of Funds

5 **WC**
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 26,188
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None

PERSON

WITH