

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

FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

OMB APPROVAL
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SEC USE ONLY
DOCUMENT SEQUENCE NO.

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(e) TELEPHONE NO.
AREA CODE NUMBER
215 5467909

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

| | | | | |
|--------------------------------------------------------------------------------------------------|--|------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------|
| 1 (a) NAME OF ISSUER (Please type or print) Five Below Inc | | (b) IRS IDENT. NO. 75-3000378 | (c) S.E.C. FILE NO. 001-35600 | |
| 1 (d) ADDRESS OF ISSUER 701 Market St Suite 200, Philadelphia, PA 19106 | | STREET CITY STATE ZIP CODE | | |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Catherine Buggeln | | (b) RELATIONSHIP TO ISSUER Affiliate | | (c) ADDRESS STREET CITY STATE ZIP CODE c/o 701 Market St Suite 200, Philadelphia, PA 19106 |

INSTRUCTION: *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

| 3 (a) Title of the Class of Securities To Be Sold | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY | (c) Number of Shares or Other Units To Be Sold (See instr. 3(c)) | (d) Aggregate Market Value (See instr. 3(d)) | (e) Number of Shares or Other Units Outstanding (See instr. 3(e)) | (f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.) | (g) Name of Each Securities Exchange (See instr. 3(g)) |
|------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------------------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------|
| | | Broker-Dealer File Number | | | | | |
| Common | Morgan Stanley Smith Barney LLC 1 New York Plaza, 38th Floor New York, NY 10004 | | 2,253 | \$ 491,240.00 | 55,655,710 | 04/11/2023 | NASDAQ |
| | | | | | | | |
| | | | | | | | |

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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TABLE 124. SECURITIES TO BE SOLD

Provide the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Case | Judgment Entered | Factor of Acquisition (if restricted) | Amount of Incentive Pay Awarded (if not already awarded) | Amount of Incentive Pay Awarded | Date of Payment | Notes on Payment |
|-------------------|------------------------|-------------------------------------------------|----------------------------------------------------------|---------------------------------|------------------------|-------------------|
| Common | 6/18/2019 6/16/2021 | Restricted Stock Vesting S-8 Registered Plan | Faye Below Inc | 1014 1239 | 6/18/2019 6/16/2021 | Services Rendered |

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation or if payment was made in installments, describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II -- SECURITIES SOLD DURING THE PAST 3 MONTHS

For each the following information as to all securities of the issuer sold during the past 3 months for the period for which an opinion has been rendered:

| Number of Adverse Events | Date of Acquisition | Rate of Sale | Amount of Acquisition | Amount of Sale |
|--------------------------|---------------------|--------------|-----------------------|----------------|
| N/A | | | | |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold, but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

4/11/23

$$a = \{ \begin{matrix} 1 & 2 & 3 & 4 & 5 & 6 & 7 & 8 & 9 & 10 & 11 & 12 & 13 & 14 & 15 & 16 & 17 & 18 & 19 & 20 & 21 & 22 & 23 & 24 & 25 & 26 & 27 & 28 & 29 & 30 & 31 & 32 \end{matrix}$$

2012年12月15日 星期一 10:10:15

ATTENTION: Do not use this information to determine the value of your property for purposes of the property tax assessment.

1. Not to be used for anything but the purpose for which it was issued unless information is provided
to the individual and proper use is explained to the owner of the document to be used which has been made publicly
available of such person the individual is not to be used in any other way than that for which it was issued.

2. Not to be used for anything but the purpose for which it was issued unless information is provided
to the individual and proper use is explained to the owner of the document to be used which has been made publicly
available of such person the individual is not to be used in any other way than that for which it was issued.

Cash & Buzel

1978-8-11-1978

The α value must be equal to the ratio for these cases if the parameter α is to be well defined. Since α is the number of α particles emitted per unit time and mass, it must be the same for all cases, and must also be the same for all cases.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)