

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

Schedule 13D

Page 1 of 25

**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)<sup>1</sup>**

**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, 29<sup>th</sup> 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)

(Page 1 of 25 pages)

<sup>1</sup> 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

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

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

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

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

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

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

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

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

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

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

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

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

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

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

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

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 9 SOLE DISPOSITIVE POWER

WITH

26,188  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,188

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 International GPE VI 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

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 7,916,499  
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None  
PERSON 9 SOLE DISPOSITIVE POWER

WITH

7,916,499  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,916,499

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

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

14.67%

14 TYPE OF REPORTING PERSON\*

PN

1 NAME OF REPORTING PERSON

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

2 Advent International 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

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 4,638,474  
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None  
PERSON 9 SOLE DISPOSITIVE POWER

WITH

4,638,474  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,638,474

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

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

8.59%

14 TYPE OF REPORTING PERSON\*

PN



1 NAME OF REPORTING PERSON

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

2 Advent International GPE VI-B 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

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 399,926  
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None  
PERSON 9 SOLE DISPOSITIVE POWER

WITH

399,926  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

399,926

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

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

0.74%

14 TYPE OF REPORTING PERSON\*

PN

1 NAME OF REPORTING PERSON

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

2 Advent International GPE VI-C 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 408,656  
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None  
PERSON 9 SOLE DISPOSITIVE POWER

WITH

408,656  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

408,656

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

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

0.76%

14 TYPE OF REPORTING PERSON\*

PN

1 NAME OF REPORTING PERSON

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

2 Advent International GPE VI-D 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 326,580  
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None  
PERSON 9 SOLE DISPOSITIVE POWER

PERSON

WITH

326,580  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

326,580

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

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

0.60%

14 TYPE OF REPORTING PERSON\*

PN

1 NAME OF REPORTING PERSON

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

2 Advent International GPE VI-E 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 971,011  
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None  
PERSON 9 SOLE DISPOSITIVE POWER

WITH

971,011  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

971,011

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

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

1.80%

14 TYPE OF REPORTING PERSON\*

PN



1 NAME OF REPORTING PERSON

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

2 Advent International GPE VI-F 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

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,489,684  
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None  
PERSON 9 SOLE DISPOSITIVE POWER

WITH

1,489,684  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,489,684

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

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

2.76%

14 TYPE OF REPORTING PERSON\*

PN

1 NAME OF REPORTING PERSON

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

2 Advent International GPE VI-G 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

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 939,572  
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING None  
PERSON 9 SOLE DISPOSITIVE POWER

WITH

939,572  
10 SHARED DISPOSITIVE POWER

Edgar Filing: FIVE BELOW, INC - Form SC 13D/A

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

939,572

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

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

1.74%

14 TYPE OF REPORTING PERSON\*

PN

Item 1. Security and Issuer

This statement on Amendment No.1 to Schedule 13D ( Amendment No.1 ) relates to the Reporting Persons (as defined in Item 2 below) beneficial ownership interest in the Common Stock, par value \$0.01 per share (the Common Stock ), of Five Below, Inc., a Pennsylvania Corporation (the Issuer ). The address of the principal executive office of the Issuer is 1818 Market Street, Suite 1900, Philadelphia, PA 19103. This Amendment No.1 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission ) on July 30, 2012. This Amendment No.1 is being filed by the Reporting Persons to amend Item 5. Terms defined in the Schedule 13D are used herein as so defined. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 2. Identity and Background

(a) (b) (c) (f) This statement is being filed by the following entities:

- (1) Advent International Corporation, a Delaware corporation;
- (2) Advent International LLC, a Massachusetts limited partnership;
- (3) GPE VI GP Limited Partnership, a Cayman Islands limited partnership
- (4) GPE VI GP (Delaware) Limited Partnership, a Delaware limited partnership;
- (5) Advent Partners GPE VI 2008 Limited Partnership, a Delaware limited partnership;
- (6) Advent Partners GPE VI 2009 Limited Partnership, a Delaware limited partnership;
- (7) Advent Partners GPE VI 2010 Limited Partnership, a Delaware limited partnership;
- (8) Advent Partners GPE VI-A 2010 Limited Partnership, a Delaware Islands limited partnership;
- (9) Advent Partners GPE VI-A Limited Partnership, a Delaware limited partnership;
- (10) Advent International GPE VI Limited Partnership, a Cayman Islands limited partnership;
- (11) Advent International GPE VI-A Limited Partnership, a Cayman Islands limited partnership;
- (12) Advent International GPE VI-B Limited Partnership, a Cayman Islands limited partnership;
- (13) Advent International GPE VI-C Limited Partnership, a Delaware limited partnership;

(14) Advent International GPE VI-D Limited Partnership, a Delaware limited partnership;

(15) Advent International GPE VI-E Limited Partnership, a Delaware limited partnership;

(16) Advent International GPE VI-F Limited Partnership, a Cayman Islands limited partnership;

(17) Advent International GPE VI-G Limited Partnership, a Cayman Islands limited partnership;

The entities listed in subparagraphs (1) through (17) above are herein collectively referred to as the Reporting Persons and individually as a Reporting Person, and the entities listed in subparagraphs (5) through (17) above are herein collectively referred to as the Advent Funds and individually as an Advent Fund.

Advent International Corporation ( AIC ) is a Delaware corporation, and the persons serving as its directors and executive officers are set forth on Schedule A hereto.

Advent International Corporation is the Manager of Advent International LLC ( AI LLC ) which in turn is the General Partner of GPE VI GP Limited Partnership, GPE VI GP (Delaware) Limited Partnership, Advent Partners GPE VI 2008 Limited Partnership, Advent Partners GPE VI 2009 Limited Partnership, Advent Partners GPE VI 2010 Limited Partnership, Advent Partners GPE VI-A 2010 Limited Partnership, and Advent Partners GPE VI-A Limited Partnership. GPE VI GP Limited Partnership is the General Partner of Advent International GPE VI Limited Partnership, Advent International GPE VI-A Limited Partnership, Advent International GPE VI-B Limited Partnership, Advent International GPE VI-F Limited Partnership and Advent International GPE VI-G Limited Partnership. GPE VI GP (Delaware) Limited Partnership is the General Partner of Advent International GPE VI-C Limited Partnership, Advent International GPE VI-D Limited Partnership and Advent International GPE VI-E Limited Partnership. The principal business address of each Reporting Person is c/o Advent International Corporation, 75 State Street, Boston, MA 02109.

The principal business of Advent International Corporation is to operate as an investment advisory firm and to make private equity investments. The principal business of each Reporting Person other than Advent International Corporation, Advent International LLC, GPE VI GP (Delaware) Limited Partnership, and GPE VI GP Limited Partnership is to provide risk capital for, and make investments in the securities of, privately held and other businesses.

(d) (e) During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, none of the Reporting Persons nor any person listed on Schedule A has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violations with respect to such laws.

Item 5. Interest in Securities of the Issuer.

(a) The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this statement (based upon 53,980,797 shares of Common Stock outstanding as January 31, 2013). The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

| Reporting Person   | Number of Shares Beneficially Owned | Percentage of Common Stock Outstanding | Number of Shares Sold in Past 60 Days |
|--|-------------------------------------|--|---------------------------------------|
| Advent International Corporation (1)(2)(3)(4)            | 17,464,139                          | 32.35%                                 | 9,381,847                             |
| Advent International LLC (1)(2)(3)(4)                    | 17,464,139                          | 32.35%                                 | 9,381,847                             |
| GPE VI GP Limited Partnership (1)(2)                     | 15,384,155                          | 28.50%                                 | 8,264,466                             |
| GPE VI GP (Delaware) Limited Partnership (1)(3)          | 1,706,247                           | 3.16%                                  | 916,606                               |
| Advent Partners GPE VI 2008 Limited Partnership (1)(4)   | 289,906                             | 0.54%                                  | 155,740                               |
| Advent Partners GPE VI 2009 Limited Partnership (1)(4)   | 10,485                              | 0.02%                                  | 5,633                                 |
| Advent Partners GPE VI 2010 Limited Partnership (1)(4)   | 22,709                              | 0.04%                                  | 12,200                                |
| Advent Partners GPE VI-A 2010 Limited Partnership (1)(4) | 24,449                              | 0.05%                                  | 13,134                                |
| Advent Partners GPE VI-A Limited Partnership (1)(4)      | 26,188                              | 0.05%                                  | 14,068                                |
| Advent International GPE VI Limited Partnership (1)(2)   | 7,916,499                           | 14.67%                                 | 4,252,792                             |
| Advent International GPE VI-A Limited Partnership (1)(2) | 4,638,474                           | 8.59%                                  | 2,491,819                             |
| Advent International GPE VI-B Limited Partnership (1)(2) | 399,926                             | 0.74%                                  | 214,843                               |
| Advent International GPE VI-C Limited Partnership (1)(3) | 408,656                             | 0.76%                                  | 219,532                               |
| Advent International GPE VI-D Limited Partnership (1)(3) | 326,580                             | 0.60%                                  | 175,441                               |
| Advent International GPE VI-E Limited Partnership (1)(3) | 971,011                             | 1.80%                                  | 521,633                               |
| Advent International GPE VI-F Limited Partnership (1)(2) | 1,489,684                           | 2.76%                                  | 800,269                               |
| Advent International GPE VI-G Limited Partnership (1)(2) | 939,572                             | 1.74%                                  | 504,743                               |
| Total Group  | 17,464,139                          | 32.35%                                 | 9,381,847                             |

- (1) Advent International Corporation is the Manager of Advent International LLC ( AI LLC ) which in turn is the General Partner of GPE VI GP Limited Partnership, GPE VI GP (Delaware) Limited Partnership, Advent Partners GPE VI 2008 Limited Partnership, Advent Partners GPE VI



- 2009 Limited Partnership, Advent Partners GPE VI 2010 Limited Partnership, Advent Partners GPE VI-A 2010 Limited Partnership, and Advent Partners GPE VI-A Limited Partnership. These eight GPE VI Funds and five Advent Partners Funds own 100% of Advent-Five Below Acquisition Limited Partnership, which is the direct owner of these securities and of which Advent-Five Below GP LLC is the General Partner. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AI LLC derives from such power.
- (2) GPE VI GP Limited Partnership is the General Partner of Advent International GPE VI Limited Partnership, Advent International GPE VI-A Limited Partnership, Advent International GPE VI-B Limited Partnership, Advent International GPE VI-F Limited Partnership and Advent International GPE VI-G Limited Partnership. These five GPE VI Funds are shareholders of Advent-Five Below Acquisition Limited Partnership, which is the direct owner of these securities. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AI LLC and GPE VI GP Limited Partnership derive from such power.
- (3) GPE VI GP (Delaware) Limited Partnership is the General Partner of Advent International GPE VI-C Limited Partnership, Advent International GPE VI-D Limited Partnership and Advent International GPE VI-E Limited Partnership. These three GPE VI Funds are shareholders of Advent-Five Below Acquisition Limited Partnership, which is the direct owner of these securities. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AI LLC and GPE VI GP (Delaware) Limited Partnership derive from such power.
- (4) AI LLC is the General Partner of Advent Partners GPE VI 2008 Limited Partnership, Advent Partners GPE VI 2009 Limited Partnership, Advent Partners GPE VI 2010 Limited Partnership, Advent Partners GPE VI-A 2010 Limited Partnership and Advent Partners GPE VI-A Limited Partnership. These five Advent Partners Funds are shareholders of Advent-Five Below Acquisition Limited Partnership which is the direct owner of these securities. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AI LLC and AIC derive from such power.
- (b) Each of the Reporting Persons listed in the table set forth above has sole voting and dispositive power over the Common Stock beneficially owned by it as indicated above.
- (c) Other than the disposal of the Securities described in Item 3 above and the disposal of the number of shares of Common Stock as set forth in the table included in Item 3 above under the column captioned Shares Sold in Past 60 Days, none of the Reporting Persons and the persons set forth on Schedule A and in Item 2(d) hereto has effected any transactions in the Common Stock during the last 60 days. The shares indicated as being sold in the table included in Item 3 above were sold by the Advent Funds in the IPO, resulting in a decrease in the beneficial ownership of shares of Common Stock by all the Reporting Persons.
- (d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of the Securities is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Securities.
- (e) Not applicable.

(The Remainder of this Page Left Intentionally Blank)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7, 2013

Advent International GPE VI Limited Partnership  
Advent International GPE VI-A Limited Partnership  
Advent International GPE VI-B Limited Partnership  
Advent International GPE VI-F Limited Partnership  
Advent International GPE VI-G Limited Partnership  
By: GPE VI GP Limited Partnership, General Partner  
By: Advent International LLC, General Partner  
By: Advent International Corporation, Manager  
By: Jarlyth H. Gibson, Compliance Officer\*

Advent International GPE VI-C Limited Partnership  
Advent International GPE VI-D Limited Partnership  
Advent International GPE VI-E Limited Partnership  
By: GPE VI GP (Delaware) Limited Partnership,  
General Partner  
By: Advent International LLC, General Partner  
By: Advent International Corporation, Manager  
By: Jarlyth H. Gibson, Compliance Officer\*

Advent Partners GPE VI 2008 Limited Partnership  
Advent Partners GPE VI 2009 Limited Partnership  
Advent Partners GPE VI 2010 Limited Partnership  
Advent Partners GPE VI-A 2010 Limited Partnership  
Advent Partners GPE VI-A Limited Partnership  
By: Advent International LLC, General Partner  
By: Advent International Corporation, Manager  
By: Jarlyth H. Gibson, Compliance Officer\*

Advent International LLC  
By: Advent International Corporation, Manager  
By: Jarlyth H. Gibson, Compliance Officer\*

Advent International Corporation  
By: Jarlyth H. Gibson, Compliance Officer\*

\*For all of the above:

/s/ Jarlyth H. Gibson  
Jarlyth H. Gibson, Compliance Officer