

Passi Gaurav
Form 4
November 30, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Passi Gaurav

2. Issuer Name and Ticker or Trading Symbol
Five9, Inc. [FIVN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, Product Management

C/O FIVE9, INC., BISHOP RANCH
8,, 4000 EXECUTIVE PARKWAY,
SUITE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN RAMON, CA 94583

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/28/2017		M	4,936	A \$ 8.13	106,185	D
Common Stock	11/28/2017		S	4,936	D \$ 25.01	101,249	D
Common Stock	11/28/2017		M	4,524	A \$ 8.13	105,773	D
Common Stock	11/28/2017		S	4,524	D \$ 24.99	101,249	D

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Common Stock	11/28/2017	M	7,839	A	\$ 8.48	109,088	D
Common Stock	11/28/2017	S	7,839	D	\$ <u>24.99</u> (2)	101,249	D
Common Stock	11/28/2017	M	1,145	A	\$ 10.12	102,394	D
Common Stock	11/28/2017	S	1,145	D	\$ <u>24.99</u> (2)	101,249	D
Common Stock	11/28/2017	M	9,773	A	\$ 16.25	111,022	D
Common Stock	11/28/2017	S	9,773	D	\$ <u>24.99</u> (2)	101,249	D
Common Stock	11/28/2017	S	1,181	D	\$ <u>25.01</u> (3)	100,068	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.13	11/28/2017		M	4,936	<u>(4)</u> 03/09/2026	Common Stock	4,936
	\$ 8.13	11/28/2017		M	4,524	<u>(4)</u> 03/09/2026		4,524

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 8.48	11/28/2017	M	7,839	<u>(5)</u>	10/25/2023	Common Stock	7,839	
Common Stock	\$ 10.12	11/28/2017	M	1,145	<u>(6)</u>	12/18/2023	Common Stock	1,145	
Employee Stock Option (right to buy)	\$ 16.25	11/28/2017	M	9,773	<u>(7)</u>	02/23/2027	Common Stock	9,773	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Passi Gaurav C/O FIVE9, INC., BISHOP RANCH 8, 4000 EXECUTIVE PARKWAY, SUITE 400 SAN RAMON, CA 94583			EVP, Product Management	

Signatures

/s/ David Hill, attorney-in-fact
11/30/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.05, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.95 to \$25.05, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.03, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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- (4) The option vests in 48 equal monthly installments beginning on the one month anniversary of March 9, 2016.
- (5) The option granted on October 25, 2013 is now fully vested.
- (6) The option vests in 48 equal monthly installments beginning on the one month anniversary of December 18, 2013.
- (7) Option began vesting in 48 substantially equal monthly installments on the one-month anniversary of February 23, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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