



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501 (c&d)) is subject to a penalty fee of \$25.00.

ANNUAL REPORT YEAR: 2013

1. Corporate ID No. 000539726

2. Name of Corporation Five Below, Inc.

3. Street Address Principal Business Office:

No. and Street: 1818 MARKET STREET
SUITE 1900

City or Town: PHILADELPHIA State: PA Zip: 19103 Country: USA

4. Business Phone No.

215-207-2572

5. State of Incorporation

State: PA

6. Brief Description of the Character of Business Conducted in Rhode Island

RETAIL STORE SELLING MISCELLANEOUS MERCHANDISE AT FIVE DOLLARS AND BELOW

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

| Title | Individual Name First, Middle, Last, Suffix | Address Address, City or Town, State, Zip Code, Country |
|-----------|--|---|
| PRESIDENT | TOM VELLIOS | 1818 MARKET STREET SUITE 1900 PHILADELPHIA, PA 19103 USA |
| TREASURER | KENNETH R. BULL | 1818 MARKET STREET SUITE 1900 PHILADELPHIA, PA 19103 USA |
| SECRETARY | KENNETH R. BULL | 1818 MARKET STREET SUITE 1900 PHILADELPHIA, PA 19103 USA |

8. Shares Authorized and Issued

| Class of Stock | Series of Stock | Par Value Per Share | Total Authorized Shares <i>Number of Shares</i> | Total Issued and Outstanding <i>Num of Shares</i> |
|----------------|-----------------|---------------------|---|--|
| PWP | | \$0.0010 | 5,000,000.00 | 0 |
| CWP | | \$0.0010 | 120,000,000.00 | 53980797 |

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 27 Day of February, 2013 at 2:46:24 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By KENNETH R. BULL

Signature of Authorized Representative of the Corporation

CFO

Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07

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