



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: 2016

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.

2155467909

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
TREASURER	KENNETH R. BULL	1818 MARKET STREET SUITE 1900 PHILADELPHIA, PA 19103 USA
SECRETARY	KAREN WARD PROCELL	1818 MARKET STREET, SUITE 1900 PHILADELPHIA, PA 19103 USA
DIRECTOR	KATHLEEN BARCLAY	1818 MARKET STREET, SUITE 1900 PHILADELPHIA, PA 19103 USA
DIRECTOR	CATHERINE BUGGELN	1818 MARKET STREET, SUITE 1900

		PHILADELPHIA, PA 19103 USA
DIRECTOR	DANIEL KAUFMAN	1818 MARKET STREET, SUITE 1900 PHILADELPHIA, PA 19103 USA
PRESIDENT AND CEO	JOEL ANDERSON	1818 MARKET STREET, SUITE 1900 PHILADELPHIA, PA 19103 USA
EXECUTIVE CHAIRMAN	THOMAS VELLIOS	1818 MARKET STREET, SUITE 1900 PHILADELPHIA, PA 19103 USA
DIRECTOR	MICHAEL DEVINE	1818 MARKET STREET, SUITE 1900 PHILADELPHIA, PA 19103 USA
DIRECTOR	DAVID MUSSAFER	1818 MARKET STREET, SUITE 1900 PHILADELPHIA, PA 19103 USA
DIRECTOR	TOM RYAN	1818 MARKET STREET, SUITE 1900 PHILADELPHIA, PA 19103 USA
DIRECTOR	RON SARGENT	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>
CWP		\$0.0010	120,000,000.00	54533050
PWP		\$0.0010	5,000,000.00	0

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 12 Day of February, 2016 at 11:31:14 AM. *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 KAREN WARD PROCELL
Signature of Authorized Representative of the Corporation

Form No. 630
Revised 09/07