



July 19, 2012

Five Below, Inc. Announces Pricing of Its Initial Public Offering

PHILADELPHIA, July 19, 2012 (GLOBE NEWSWIRE) -- Five Below, Inc. (Nasdaq:FIVE) announced today the pricing of its initial public offering of 9,615,384 shares of its common stock at a price to the public of \$17.00 per share. The shares will be listed on the Nasdaq Global Select Market and will trade under the ticker symbol "FIVE" beginning on July 19, 2012. Five Below is offering 4,807,692 shares of common stock and selling shareholders are offering 4,807,692 shares of common stock. The underwriters also have an option to purchase up to an additional 1,442,308 shares from certain selling shareholders. Five Below will not receive any proceeds from the sale of shares by the selling shareholders.

Five Below estimates that it will receive net proceeds from the offering of approximately \$72.0 million, after deducting underwriting discounts and commissions and offering expenses. Five Below intends to use the net proceeds from this offering to repay at least \$50.0 million of outstanding indebtedness under its new term loan facility and use any remaining proceeds for general corporate purposes, including working capital.

The offering will be made only by means of a prospectus, copies of which may be obtained from:

Goldman, Sachs & Co.
200 West Street
New York, NY 10282
Attention: Prospectus Department
Telephone: 1-866-471-2526
e-mail: prospectus-ny@ny.email.gs.com

Barclays Capital Inc.
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, NY 11717
Telephone: (888) 603-5847
e-mail: Barclaysprospectus@broadridge.com

Jefferies & Company, Inc.
520 Madison Avenue, 12th Floor
New York, NY, 10022
Attention: Equity Syndicate Prospectus Department
Telephone: (877) 547-6340
e-mail: prospectus_department@jefferies.com

A registration statement relating to these securities has been filed with and declared effective by the Securities and Exchange Commission on July 18, 2012. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor will there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Five Below

Five Below is a rapidly growing specialty value retailer offering a broad range of trend-right, high-quality merchandise targeted at the teen and pre-teen customer. Five Below offers a dynamic, edited assortment of exciting products, all priced at \$5 and below, including select brands and licensed merchandise across a number of category worlds - *Style, Room, Sports, Media, Crafts, Party, Candy* and *Seasonal*. Five Below is headquartered in Philadelphia, Pennsylvania.

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