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DELTA REPORT

10-Q

FIVE - FIVE BELOW, INC

10-Q - MAY 04, 2024 COMPARED TO 10-Q - OCTOBER 28, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	797
CHANGES	197
DELETIONS	428
ADDITIONS	172

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

Form 10-Q

(mark one)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 28, 2023 May 4, 2024.

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 001-35600

Five Below, Inc.
(Exact name of Registrant as Specified in its Charter)

Pennsylvania	**75-3000378**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
701 Market Street **Suite 300** **Philadelphia** **Pennsylvania**	**19106**
(Address of Principal Executive Offices)	**(Zip Code)**

(215) 546-7909
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	FIVE	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant's common stock, $0.01 par value, outstanding as of November 29, 2023 June 5, 2024 was 55,192,768. 55,071,035.

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PART I - FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

FIVE BELOW, INC.
Consolidated Balance Sheets
(Unaudited)
(in thousands, except share and per share data)

	October 28, 2023	January 28, 2023	October 29, 2022

	May 4, 2024	May 4, 2024	February 3, 2024	April 29, 2023
Assets	**Assets**			
Current assets:	Current assets:			
Current assets:				
Current assets:				
Cash and cash equivalents				
Cash and cash equivalents				
Cash and cash equivalents	Cash and cash equivalents	$ 162,928	$ 332,324	$ 44,229
Short-term investment securities	Short-term investment securities	—	66,845	72,722
Inventories	Inventories	763,349	527,720	701,561
Prepaid income taxes and tax receivable	Prepaid income taxes and tax receivable	23,906	8,898	25,389
Prepaid expenses and other current assets	Prepaid expenses and other current assets	140,816	130,592	113,147
Prepaid expenses and other current assets				
Prepaid expenses and other current assets				
Total current assets	Total current assets	1,090,999	1,066,379	957,048
Property and equipment, net of accumulated depreciation and amortization of $547,682, $454,027, and $439,890, respectively.		1,075,275	925,530	880,469
Property and equipment, net of accumulated depreciation and amortization of $621,276, $584,090, and $483,213, respectively.				
Operating lease assets	Operating lease assets	1,475,095	1,319,132	1,312,437
Long-term investment securities				
Long-term investment securities				
Long-term investment securities				
Other assets	Other assets	16,069	13,870	13,761
		$3,657,438	$3,324,911	$3,163,715
	$			
Liabilities and Shareholders' Equity	**Liabilities and Shareholders' Equity**			
Liabilities and Shareholders' Equity				
Liabilities and Shareholders' Equity				
Current liabilities:				
Current liabilities:				
Current liabilities:	Current liabilities:			
Line of credit	Line of credit	$ —	$ —	$ —
Line of credit				
Line of credit				
Accounts payable				
Accounts payable				
Accounts payable	Accounts payable	349,340	221,120	279,836

Income taxes payable	Income taxes payable	—	19,928	—	
Accrued salaries and wages	Accrued salaries and wages	19,357	25,420	14,140	
Other accrued expenses	Other accrued expenses	158,272	136,316	152,260	
Operating lease liabilities	Operating lease liabilities	231,197	199,776	193,614	
Total current liabilities	Total current liabilities	758,166	602,560	639,850	
Total current liabilities					
Total current liabilities					
Other long-term liabilities					
Other long-term liabilities					
Other long-term liabilities	Other long-term liabilities	4,625	4,296	4,307	
Long-term operating lease liabilities	Long-term operating lease liabilities	1,455,358	1,296,975	1,293,692	
Deferred income taxes	Deferred income taxes	61,364	59,151	41,378	
Total liabilities	Total liabilities	2,279,513	1,962,982	1,979,227	
Commitments and contingencies (note 6)	Commitments and contingencies (note 6)				Commitments and contingencies (note 6)
Shareholders' equity:	Shareholders' equity:				
Common stock, $0.01 par value. Authorized 120,000,000 shares; issued and outstanding 55,192,500, 55,537,221, and 55,512,425 shares, respectively.		551	555	555	
Common stock, $0.01 par value. Authorized 120,000,000 shares; issued and outstanding 55,072,106, 55,197,875, and 55,665,239 shares, respectively.					
Common stock, $0.01 par value. Authorized 120,000,000 shares; issued and outstanding 55,072,106, 55,197,875, and 55,665,239 shares, respectively.					
Common stock, $0.01 par value. Authorized 120,000,000 shares; issued and outstanding 55,072,106, 55,197,875, and 55,665,239 shares, respectively.					
Additional paid-in capital	Additional paid-in capital	177,877	260,784	254,663	
Retained earnings	Retained earnings	1,199,497	1,100,590	929,270	
Total shareholders' equity	Total shareholders' equity	1,377,925	1,361,929	1,184,488	
		$3,657,438	$3,324,911	$3,163,715	
	$				

See accompanying notes to consolidated financial statements.

FIVE BELOW, INC.
Consolidated Statements of Operations
(Unaudited)
(in thousands, except share and per share data)

	Thirteen Weeks Ended	Thirty-Nine Weeks Ended

		October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
May 4, 2024					
May 4, 2024					
Net sales	Net sales	$ 736,405	$ 645,034	$ 2,221,633	$ 1,953,557
Cost of goods sold		513,577	437,226	1,499,422	1,310,463
Gross profit		222,828	207,808	722,211	643,094
Net sales					
Net sales					
Cost of goods sold (exclusive of items shown separately below)					
Cost of goods sold (exclusive of items shown separately below)					
Cost of goods sold (exclusive of items shown separately below)					
Selling, general and administrative expenses	Selling, general and administrative expenses	206,705	186,874	605,082	523,820
Selling, general and administrative expenses					
Selling, general and administrative expenses					
Depreciation and amortization					
Depreciation and amortization					
Depreciation and amortization					
Operating income	Operating income	16,123	20,934	117,129	119,274
Operating income					
Operating income					
Interest income and other income					
Interest income and other income					
Interest income and other income	Interest income and other income	3,434	483	11,423	341
Income before income taxes	Income before income taxes	19,557	21,417	128,552	119,615
Income before income taxes					
Income before income taxes					
Income tax expense	Income tax expense	4,963	5,271	29,645	29,407
Income tax expense					
Income tax expense					
Net income					
Net income					
Net income	Net income	$ 14,594	$ 16,146	$ 98,907	$ 90,208
Basic income per common share	Basic income per common share	$ 0.26	$ 0.29	$ 1.78	$ 1.62
Basic income per common share					
Basic income per common share					
Diluted income per common share					
Diluted income per common share					
Diluted income per common share	Diluted income per common share	$ 0.26	$ 0.29	$ 1.78	$ 1.62
Weighted average shares outstanding:	Weighted average shares outstanding:				
Weighted average shares outstanding:					

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Weighted average shares outstanding:					
Basic shares					
Basic shares					
Basic shares	Basic shares	55,452,533	55,509,525	55,592,536	55,551,382
Diluted shares	Diluted shares	55,576,140	55,683,609	55,717,987	55,720,792
Diluted shares					
Diluted shares					

See accompanying notes to consolidated financial statements.

FIVE BELOW, INC.
Consolidated Statements of Shareholders' Equity
(Unaudited)
(in thousands, except share data)

	Common stock		Common stock	Additional paid-in capital	Retained earnings	Total shareholders' equity
	Shares					
	Shares					
	Shares					
Balance, February 3, 2024						
Balance, February 3, 2024						
Balance, February 3, 2024						
Share-based compensation expense						
Share-based compensation expense						
Share-based compensation expense						
Issuance of unrestricted stock awards						
Vesting of restricted stock units and performance-based restricted stock units						

Vesting of restricted stock units and performance-based restricted stock units
Vesting of restricted stock units and performance-based restricted stock units
Common shares withheld for taxes
Repurchase and retirement of common stock
Net Income
Net Income
Net Income
Balance, May 4, 2024

	Common stock		Additional paid-in capital	Retained earnings	Total shareholders' equity
	Shares	Amount			
Balance, January 28, 2023	55,537,221	$ 555	$ 260,784	$1,100,590	$ 1,361,929
Share-based compensation expense	—	—	3,624	—	3,624
Issuance of unrestricted stock awards	579	—	112	—	112
Exercise of options to purchase common stock	600	—	24	—	24
Vesting of restricted stock units and performance-based restricted stock units	208,461	2	—	—	2

Common shares withheld for taxes	(81,622)	(1)	(15,867)	—	(15,868)
Net Income	—	—	—	37,478	37,478
Balance, April 29, 2023	55,665,239	$ 556	$ 248,677	$1,138,068	$ 1,387,301
Share-based compensation expense	—	—	5,713	—	5,713
Issuance of unrestricted stock awards	539	—	112	—	112
Exercise of options to purchase common stock	700	—	28	—	28
Vesting of restricted stock units and performance-based restricted stock units	19,517	—	—	—	—
Common shares withheld for taxes	(1,437)	—	(283)	—	(283)
Issuance of common stock to employees under employee stock purchase plan	2,300	—	440	—	440
Net Income	—	—	—	46,835	46,835
Balance, July 29, 2023	55,686,858	$ 556	$ 254,687	$1,184,903	$ 1,440,146
Share-based compensation expense	—	—	3,599	—	3,599
Issuance of unrestricted stock awards	795	—	137	—	137
Exercise of options to purchase common stock	6,500	—	234	—	234

Vesting of restricted stock units and performance-based restricted stock units	4,184	—	—	—	—
Common shares withheld for taxes	(1,468)	—	(244)	—	(244)
Repurchase and retirement of common stock	(504,369)	(5)	(80,536)	—	(80,541)
Net Income	—	—	—	14,594	14,594
Balance, October 28, 2023	55,192,500	$ 551	$ 177,877	$1,199,497	$ 1,377,925

	Common stock		Additional paid-in capital	Retained earnings	Total shareholders' equity
	Shares	Amount			
Balance, January 28, 2023	55,537,221	$ 555	$ 260,784	$ 1,100,590	$ 1,361,929
Share-based compensation expense	—	—	3,624	—	3,624
Issuance of unrestricted stock awards	579	—	112	—	112
Exercise of options to purchase common stock	600	—	24	—	24
Vesting of restricted stock units and performance-based restricted stock units	208,461	2	—	—	2
Common shares withheld for taxes	(81,622)	(1)	(15,867)	—	(15,868)
Net Income	—	—	—	37,478	37,478
Balance, April 29, 2023	55,665,239	$ 556	$ 248,677	$ 1,138,068	$ 1,387,301

	Common stock		Additional paid-in capital	Retained earnings	Total shareholders' equity
	Shares	Amount			
Balance, January 29, 2022	55,662,400	$ 556	$ 280,666	$ 839,062	$ 1,120,284
Share-based compensation expense	—	—	5,857	—	5,857
Issuance of unrestricted stock awards	718	—	117	—	117
Exercise of options to purchase common stock	2,402	—	79	—	79
Vesting of restricted stock units and performance-based restricted stock units	99,124	1	—	—	1
Common shares withheld for taxes	(26,151)	—	(4,107)	—	(4,107)
Repurchase and retirement of common stock	(247,132)	(2)	(40,005)	—	(40,007)
Net Income	—	—	—	32,718	32,718
Balance, April 30, 2022	55,491,361	$ 555	$ 242,607	$ 871,780	$ 1,114,942
Share-based compensation expense	—	—	6,007	—	6,007
Issuance of unrestricted stock awards	864	—	116	—	116
Exercise of options to purchase common stock	550	—	22	—	22

Vesting of restricted stock units and performance-based restricted stock units	13,625	—	—	—	—
Common shares withheld for taxes	(2,681)	—	(314)	—	(314)
Issuance of common stock to employees under employee stock purchase plan	4,212	—	464	—	464
Net Income	—	—	—	41,344	41,344
Balance, July 30, 2022	55,507,931	$ 555	$ 248,902	$ 913,124	$ 1,162,581
Share-based compensation expense	—	—	5,802	—	5,802
Issuance of unrestricted stock awards	1,079	—	158	—	158
Exercise of options to purchase common stock	260	—	9	—	9
Vesting of restricted stock units and performance-based restricted stock units	4,703	—	—	—	—
Common shares withheld for taxes	(1,548)	—	(208)	—	(208)
Net income	—	—	—	16,146	16,146
Balance, October 29, 2022	55,512,425	$ 555	$ 254,663	$ 929,270	$ 1,184,488

See accompanying notes to consolidated financial statements.

FIVE BELOW, INC.

Consolidated Statements of Cash Flows

(Unaudited)

(in thousands)

		Thirty-Nine Weeks Ended		Thirteen Weeks Ended	
		October 28, 2023	**October 29, 2022**	**May 4, 2024**	**April 29, 2023**
Operating activities:	Operating activities:				
Net income	Net income	$ 98,907	$ 90,208		
Adjustments to reconcile net income to net cash provided by (used in) operating activities:					
Net income					
Net income					
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization					
Depreciation and amortization					
Depreciation and amortization	Depreciation and amortization	93,652	76,698		
Share-based compensation expense	Share-based compensation expense	13,366	18,117		
Deferred income tax expense		2,213	5,222		
Share-based compensation expense					
Share-based compensation expense					
Deferred income tax (benefit) expense					
Other non-cash expenses	Other non-cash expenses	172	364		
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:				

Changes in operating assets and liabilities:			
Changes in operating assets and liabilities:			
Inventories			
Inventories			
Inventories	Inventories	(235,629)	(246,457)
Prepaid income taxes and tax receivable		(15,008)	(14,064)
Prepaid expenses and other assets			
Prepaid expenses and other assets			
Prepaid expenses and other assets	Prepaid expenses and other assets	(12,530)	(21,787)
Accounts payable	Accounts payable	123,374	79,046
Income taxes payable	Income taxes payable	(19,928)	(28,096)
Accrued salaries and wages	Accrued salaries and wages	(6,063)	(39,399)
Operating leases	Operating leases	33,841	27,271
Operating leases			
Operating leases			
Other accrued expenses	Other accrued expenses	15,521	7,895
Net cash provided by (used in) operating activities		91,888	(44,982)
Net cash provided by operating activities			
Investing activities:	Investing activities:		
Purchases of investment securities and other investments			
Purchases of investment securities and other investments			
Purchases of investment securities and other investments	Purchases of investment securities and other investments	(128,950)	(31,815)
Sales, maturities, and redemptions of investment securities	Sales, maturities, and redemptions of investment securities	195,795	273,951
Capital expenditures	Capital expenditures	(231,921)	(173,589)
Net cash (used in) provided by investing activities		(165,076)	68,547
Net cash used in investing activities			
Financing activities:	Financing activities:		

Cash paid for Revolving Credit Facility financing costs	—	(248)
Net proceeds from issuance of common stock	440	464

Repurchase and retirement of common stock
Repurchase and retirement of common stock

Repurchase and retirement of common stock	Repurchase and retirement of common stock	(80,541)	(40,007)
Proceeds from exercise of options to purchase common stock and vesting of restricted and performance-based restricted stock units	Proceeds from exercise of options to purchase common stock and vesting of restricted and performance-based restricted stock units	288	111
Common shares withheld for taxes	Common shares withheld for taxes	(16,395)	(4,629)
Net cash used in financing activities	Net cash used in financing activities	(96,208)	(44,309)
	Net decrease in cash and cash equivalents	(169,396)	(20,744)

Net cash used in financing activities
Net cash used in financing activities

Net (decrease) increase in cash and cash equivalents

Cash and cash equivalents at beginning of period	Cash and cash equivalents at beginning of period	332,324	64,973
Cash and cash equivalents at end of period	Cash and cash equivalents at end of period	$162,928	$ 44,229
Supplemental disclosures of cash flow information:	Supplemental disclosures of cash flow information:		

Supplemental disclosures of cash flow information:
Supplemental disclosures of cash flow information:

Non-cash investing activities

Non-cash investing activities

Non-cash investing activities	Non-cash investing activities		
Increase in accrued purchases of property and equipment	Increase in accrued purchases of property and equipment	$ 11,541	$ 6,008

Increase in accrued purchases of property and equipment
Increase in accrued purchases of property and equipment

See accompanying notes to consolidated financial statements.

FIVE BELOW, INC.
Notes to Consolidated Financial Statements
(Unaudited)

(1) Summary of Significant Accounting Policies

(a) ***Description of Business***

Five Below, Inc. is a specialty value retailer offering merchandise targeted at the tween and teen demographic. The Company offers an edited assortment of products, with most priced at $5 and below. As used herein, "Five Below," the "Company," refers to Five Below, Inc. (collectively with its wholly owned subsidiaries), except as expressly indicated or unless the context otherwise requires. As used herein, references to "crew" "Crew" refer to our the Company's employees, and references to "shipcenters" "Shipcenters" refer to our the Company's distribution and logistics centers.

The Company's edited assortment of products includes select brands and licensed merchandise. The Company believes its merchandise is readily available, and that there are a number of potential vendors that could be utilized, if necessary, under approximately the same terms the Company is currently receiving; thus, it is not dependent on a single vendor or a group of vendors.

The Company is incorporated in the Commonwealth of Pennsylvania and, as of October 28, 2023 May 4, 2024, operated in 43 states, which does not include excluding Alaska, Hawaii, Idaho, Montana, Oregon, Washington, and Wyoming. As of October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023, the Company operated 1,481 1,605 stores and 1,292 1,367 stores, respectively, each operating under the name "Five Below." The Company also sells its merchandise on the internet, through the Company's fivebelow.com e-commerce website, offering home delivery and the option to buy online and pick up in store. Additionally, the Company sells merchandise through on-demand third-party delivery services to enable its customers to shop online and receive convenient delivery.

(b) ***Fiscal Year***

The Company operates on a 52/53-week fiscal year ending on the Saturday closest to January 31. References to "fiscal year 2024" or "fiscal 2024" refer to the period from February 4, 2024 to February 1, 2025, which is a 52-week fiscal year. References to "fiscal year 2023" or "fiscal 2023" refer to the period from January 29, 2023 to February 3, 2024, which is a 53-week fiscal year. References to "fiscal year 2022" or "fiscal 2022" refer to the period from January 30, 2022 to January 28, 2023, which is a 52-week fiscal year. The fiscal quarters ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023 refer to the thirteen weeks ended as of those dates. The year-to-date periods ended October 28, 2023 and October 29, 2022 refer to the thirty-nine weeks ended as of those dates.

(c) ***Basis of Presentation***

The consolidated balance sheets as of October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023, the consolidated statements of operations for the thirteen and thirty-nine weeks ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023, the consolidated statements of shareholders' equity for the thirteen and thirty-nine weeks ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023 and the consolidated statements of cash flows for the thirty-nine thirteen weeks ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023 have been prepared by the Company in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") for interim reporting and are unaudited. In the opinion of management, the aforementioned financial statements include all known adjustments (which consist primarily of normal, recurring accruals, estimates and assumptions that impact the financial statements) necessary to present fairly the financial position at the balance sheet dates and the results of operations and cash flows for the periods ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023. The balance sheet as of January 28, 2023 February 3, 2024, presented herein, has been derived from the audited balance sheet included in the Company's Annual Report on Form 10-K for fiscal 2022 2023 as filed with the Securities and Exchange Commission on March 16, 2023 March 21, 2024 and referred to herein as the "Annual Report," but does not include all annual disclosures required by U.S. GAAP. These consolidated financial statements should be read in conjunction with the consolidated financial statements for the fiscal year ended January 28, 2023 February 3, 2024 and footnotes thereto included in the Annual Report. The consolidated results of operations for the thirteen weeks May 4, 2024 and thirty-nine weeks October 28, 2023 and October 29, 2022 April 29, 2023 are not necessarily indicative of the consolidated operating results for the year ending February 3, 2024 February 1, 2025 or any other period. The Company's business is seasonal and as a result, the Company's net sales fluctuate from quarter to quarter. Net sales are usually highest in the fourth fiscal quarter due to the year-end holiday season.

(d) ***Recently Issued Accounting Pronouncements***

In September 2022, November 2023, the FASB issued ASU 2022-04, Liabilities-Supplier Finance Programs (Topic 405-50) No. 2023-07, Segment Reporting - Disclosure of Supplier Finance Program Obligations, which requires that Improvements to Reportable Segment Disclosures. This new guidance is designed to improve the disclosures about a buyer in a supplier finance program disclose sufficient public entity's reportable segments and address requests from investors for more detailed information about the program to allow a user of financial statements to understand the program's nature, activity during the period, changes from period to period, reportable segment's expenses on an interim and potential magnitude. The amendments in this annual basis. ASU are effective for the first quarter of 2023, except for the amendment on roll-forward information, which 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Public entities must adopt the first quarter of 2024, with early changes to the segment reporting guidance on a retrospective basis. Early adoption is permitted. The Company adopted this guidance on January 29, 2023, and determined that is currently evaluating the impact of the adoption of ASU 2022-04 did not have a material impact 2023-07 on its consolidated financial statements. statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes - Improvements to Income Tax Disclosures. This new guidance requires consistent categories and enhanced disaggregation of information in the rate reconciliation and enhanced disaggregation of income taxes paid by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of ASU 2023-09 on its consolidated financial statements and related disclosures.

(e) ***Use of Estimates***

The preparation of the consolidated financial statements requires management of the Company to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the carrying amount of property and equipment, net realizable value for inventories, income taxes, share-based compensation expense, the incremental borrowing rate utilized in operating lease liabilities, equity method investments and notes receivable.

(f) ***Fair Value of Financial Instruments***

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities measured at fair value are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation at the measurement date:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Inputs, other than Level 1, that are either directly or indirectly observable.

Level 3: Unobservable inputs developed using the Company's estimates and assumptions which reflect those that market participants would use.

The classification of fair value measurements within the hierarchy are based upon the lowest level of input that is significant to the measurement.

The Company's financial instruments consist primarily of cash equivalents, investment securities, accounts payable, borrowings, if any, under a line of credit, equity method investments and notes receivable. The Company believes that: (1) the carrying value of cash equivalents and accounts payable are representative of their respective fair value due to the short-term nature of these instruments; and (2) the carrying value of the borrowings, if any, under the line of credit approximates fair value because the line of credit's interest rates vary with market interest rates. Under the fair value hierarchy, the fair market values of cash equivalents and the investments in corporate bonds are Level 1 while the investments in municipal bonds are Level 2. The fair market values of Level 2 instruments are determined by management with the assistance of a third-party pricing service. Since quoted prices in active markets for identical assets are not available, these prices are determined by the third-party pricing service using observable market information such as quotes from less active markets and quoted prices of similar securities.

As of October 28, 2023 May 4, 2024, January 28, 2023 February 3, 2024 and October 29, 2022 April 29, 2023, the Company had cash equivalents of $115.1 million $77.3 million, $313.2 million $154.9 million and $21.7 million $322.0 million, respectively. The Company's cash equivalents typically consist of cash management solutions, credit and debit card receivables, money market funds, corporate bonds and municipal bonds with original maturities of 90 days or less. Fair value for cash equivalents was determined based on Level 1 inputs.

As of October 28, 2023 May 4, 2024, the Company did not have any holdings in investment securities. As of January 28, 2023 February 3, 2024 and October 29, 2022 April 29, 2023, the Company's investment securities are classified as held-to-maturity since the Company has the intent and ability to hold the investments to maturity. Such securities are carried at amortized cost plus accrued interest and consist of the following (in thousands):

		As of January 28, 2023							
		Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value				
		As of May 4, 2024							
		As of May 4, 2024							
		As of May 4, 2024							
	Amortized Cost					Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
Short-term:	**Short-term:**								
Corporate bonds	Corporate bonds	$66,845	$ —	$ 292	$66,553				
Corporate bonds									
Corporate bonds									
Municipal bonds									
Municipal bonds									
Municipal bonds									
Total	Total	$66,845	$ —	$ 292	$66,553				

		As of October 29, 2022							
		Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value				
		As of February 3, 2024							
		As of February 3, 2024							
		As of February 3, 2024							
	Amortized Cost					Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
Short-term:	**Short-term:**								

Corporate bonds					
Corporate bonds					
Corporate bonds	Corporate bonds	$72,522	$ —	$ 813	$71,709
Municipal bonds	Municipal bonds	200	—	—	200
Municipal bonds					
Municipal bonds					
Total	Total	$72,722	$ —	$ 813	$71,909
Long-term:					
Long-term:					
Long-term:					
Corporate bonds					
Corporate bonds					
Corporate bonds					
Total					
Total					
Total					

	As of April 29, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Market Value
Short-term:				
Corporate bonds	$ 88,241	$ —	$ 35	$ 88,206
Total	$ 88,241	$ —	$ 35	$ 88,206

Short-term investment securities as of January 28, 2023 May 4, 2024, February 3, 2024 and October 29, 2022 April 29, 2023 all mature in one year or less. Long-term investment securities as of February 3, 2024 all mature after one year but in less than two years.

(g) ***Prepaid Expenses and Other Current Assets***

Prepaid expenses as of October 28, 2023 May 4, 2024, January 28, 2023 February 3, 2024 and October 29, 2022 April 29, 2023 were $31.1 million $37.4 million, $25.9 million $30.5 million, and $27.6 million $30.3 million, respectively. Other current assets as of October 28, 2023 May 4, 2024, January 28, 2023 February 3, 2024 and October 29, 2022 April 29, 2023 were $109.7 million $108.6 million, $104.7 123.5 million, and $85.5 million $86.4 million, respectively.

(h) ***Other Accrued Expenses***

Other accrued expenses include accrued capital expenditures of$50.3 million $52.4 million, $43.6 million $48.3 million, and $43.4 million $40.0 million as of October 28, 2023 May 4, 2024, January 28, 2023 February 3, 2024 and October 29, 2022 April 29, 2023, respectively.

(i) ***Deferred Compensation***

The Five Below, Inc. Nonqualified Non qualified Deferred Compensation Plan (the "Deferred Comp Plan") and a related, irrevocable grantor trust (the "Trust") provides eligible key crew with the opportunity to elect to defer up to 80% of their eligible compensation. The Company may make discretionary contributions, at the discretion of the Board. Payments under the Deferred Comp Plan will be made from the general assets of the Company or from the assets of the Trust, funded by the Company. The related liability is recorded as deferred compensation and included in other long-term liabilities in the consolidated balance sheets.

(2) Revenue from Contracts with Customers

Revenue Transactions

Revenue from store operations, including third party delivery services, is recognized at the point of sale when control of the product is transferred to the customer at such time. Internet sales, through the Company's fivebelow.com e-commerce website, are recognized when the customer receives the product as control transfers upon delivery. Returns subsequent to the period end are immaterial; accordingly, no significant reserve has been recorded. Gift card sales to customers are initially recorded as liabilities and recognized as sales upon redemption for merchandise or as breakage revenue in proportion to the pattern of redemption of the gift cards by the customer in net sales.

The transaction price for the Company’s sales is based on the item’s stated price. To the extent that the Company charges customers for shipping and handling on e-commerce sales, the Company records such amounts in net sales. Shipping and handling costs, which include fulfillment and shipping costs related to the Company's e-commerce operations, are included in costs of goods sold. As permitted by applicable accounting guidance, ASU 2014-09 "Revenue from Contracts with Customers," the Company has elected to exclude all sales taxes collected from customers and remitted to governmental authorities from net sales in the accompanying consolidated statements of operations.

Disaggregation of Revenue

The following table provides information about disaggregated revenue by groups of products: leisure, fashion and home, and snack and seasonal (dollars in thousands):

	Thirteen Weeks Ended May 4, 2024		Thirteen Weeks Ended April 29, 2023	
	Amount	Percentage of Net Sales	Amount	Percentage of Net Sales
Leisure	$373,833	46.1 %	$ 350,201	48.2 %
Fashion and home	228,270	28.1 %	195,832	27.0 %
Snack and seasonal	209,760	25.8 %	180,214	24.8 %
Total	$811,863	100.0 100.0 %	$726,247	100.0 100.0 %

	Thirteen Weeks Ended October 28, 2023		Thirteen Weeks Ended October 29, 2022	
	Amount	Percentage of Net Sales	Amount	Percentage of Net Sales
Leisure (1)	$ 329,364	44.7 %	$ 297,763	46.2 %
Fashion and home	232,321	31.6 %	203,893	31.6 %
Snack and seasonal (1)	174,720	23.7 %	143,378	22.2 %
Total	$ 736,405	100.0 %	$ 645,034	100.0 %

	Thirty-Nine Weeks Ended October 28, 2023		Thirty-Nine Weeks Ended October 29, 2022	
	Amount	Percentage of Net Sales	Amount	Percentage of Net Sales
Leisure (1)	$1,039,685	46.8 %	$ 938,962	48.1 %
Fashion and home	647,811	29.2 %	576,429	29.5 %
Snack and seasonal (1)	534,137	24.0 %	438,166	22.4 %
Total	$2,221,633	100.0 %	$1,953,557	100.0 %

(1) Due to realignment of certain products, there was a minor adjustment to historical sales by product group.

(3) Leases

The Company determines if an arrangement contains a lease at the inception of a contract. Operating lease assets represent the Company's right to use an underlying asset for the lease term and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease.

During the thirteen weeks ended October 28, 2023 May 4, 2024, the Company committed to 69 66 new store leases with average terms of approximately 10 years that have future minimum lease payments of approximately $126.6 million $139.2 million.

All of the Company's leases are classified as operating leases and the associated assets and liabilities are presented as separate captions in the consolidated balance sheets. As of October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023, the weighted average remaining lease term for the Company's operating leases was 7.5 7.6 years and 7.7 7.3 years, respectively, and the weighted average discount rate was 5.2% 5.3% and 5.2% 5.3%, respectively.

The following table is a summary of the Company's components for net lease costs (in thousands):

Thirteen Weeks Ended	Thirty-Nine Weeks Ended
Thirteen Weeks Ended	

		Thirteen Weeks Ended			
		Thirteen Weeks Ended			
Lease Cost					
Lease Cost					
Lease Cost	Lease Cost	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Operating lease cost	Operating lease cost	$ 69,298	$ 59,401	$ 196,725	$ 171,080
Operating lease cost					
Operating lease cost					
Variable lease cost					
Variable lease cost					
Variable lease cost	Variable lease cost	19,435	16,012	56,181	46,134
Net lease cost*	Net lease cost*	$ 88,733	$ 75,413	$ 252,906	$ 217,214
Net lease cost*					
Net lease cost*					

* Excludes short-term lease cost, which is immaterial.

The following table summarizes the maturity of lease liabilities under operating leases as of October 28, 2023 May 4, 2024 (in thousands):

Maturity of Lease Liabilities	Maturity of Lease Liabilities	Operating Leases	Maturity of Lease Liabilities	Operating Leases
2023		$ 77,974		
2024	2024	300,247		
2025	2025	287,065		
2026	2026	272,970		
2027	2027	251,272		
After 2027		833,838		
2028				
After 2028				
Total lease payments	Total lease payments	2,023,366		
Less: imputed interest	Less: imputed interest	336,811		
Present value of lease liabilities	Present value of lease liabilities	$1,686,555		

The following table summarizes the supplemental cash flow disclosures related to leases (in thousands):

	Thirty-Nine Weeks Ended			
	October 28, 2023	October 29, 2022		
	Thirteen Weeks Ended			
	Thirteen Weeks Ended			
	Thirteen Weeks Ended			
May 4, 2024		May 4, 2024		April 29, 2023

Cash paid for amounts included in the measurement of lease liabilities:	Cash paid for amounts included in the measurement of lease liabilities:		
Cash payments arising from operating lease liabilities (1)			
Cash payments arising from operating lease liabilities (1)			
Cash payments arising from operating lease liabilities (1)	Cash payments arising from operating lease liabilities (1)	$170,156	$154,840
Supplemental non-cash information:	Supplemental non-cash information:		
Operating lease liabilities arising from obtaining right-of-use assets	Operating lease liabilities arising from obtaining right-of-use assets	$282,147	$274,097
Operating lease liabilities arising from obtaining right-of-use assets			
Operating lease liabilities arising from obtaining right-of-use assets			

(1) Included within operating activities in the Company's Consolidated Statements of Cash Flows.

(4) Income Per Common Share

Basic income per common share amounts are calculated using the weighted average number of common shares outstanding for the period. Diluted income per common share amounts are calculated using the weighted average number of common shares outstanding for the period and include the dilutive impact of exercised stock options as well as assumed vesting of restricted stock awards and shares currently available for purchase under the Company's Employee Stock Purchase Plan, using the treasury stock method. Performance-based restricted stock units are considered contingently issuable shares for diluted income per common share purposes and the dilutive impact, if any, is not included in the weighted average shares until the performance conditions are met. The dilutive impact, if any, for performance-based restricted stock units, which are subject to market conditions based on the Company's total shareholder return relative to a pre-defined peer group, are included in the weighted average shares.

The following table reconciles net income and the weighted average common shares outstanding used in the computations of basic and diluted income per common share (in thousands, except for share and per share data):

		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		Thirteen Weeks Ended			
		Thirteen Weeks Ended			
		Thirteen Weeks Ended			
		October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Numerator:	Numerator:				
Numerator:					
Numerator:					

Net income					
Net income					
Net income	Net income	$ 14,594	$ 16,146	$ 98,907	$ 90,208
Denominator:	Denominator:				
Denominator:					
Denominator:					
Weighted average common shares outstanding - basic					
Weighted average common shares outstanding - basic					
Weighted average common shares outstanding - basic	Weighted average common shares outstanding - basic	55,452,533	55,509,525	55,592,536	55,551,382
Dilutive impact of options, restricted stock units and employee stock purchase plan	Dilutive impact of options, restricted stock units and employee stock purchase plan	123,607	174,084	125,451	169,410
Dilutive impact of options, restricted stock units and employee stock purchase plan					
Dilutive impact of options, restricted stock units and employee stock purchase plan					
Weighted average common shares outstanding - diluted					
Weighted average common shares outstanding - diluted					
Weighted average common shares outstanding - diluted	Weighted average common shares outstanding - diluted	55,576,140	55,683,609	55,717,987	55,720,792
Per common share:	Per common share:				
Per common share:					
Per common share:					
Basic income per common share					
Basic income per common share					
Basic income per common share	Basic income per common share	$ 0.26	$ 0.29	$ 1.78	$ 1.62
Diluted income per common share	Diluted income per common share	$ 0.26	$ 0.29	$ 1.78	$ 1.62
Diluted income per common share					
Diluted income per common share					

The effects of the assumed vesting of restricted stock units for 56,695 10,603 shares of common stock for the thirteen weeks ended October 28, 2023 May 4, 2024 were excluded from the calculation of diluted income per share, as their impact would have been anti-dilutive.

The effects of the assumed vesting of restricted stock units for 54,833 18,506 shares of common stock for the thirteen weeks ended October 29, 2022 were excluded from the calculation of diluted income per share, as their impact would have been anti-dilutive.

The effects of the assumed vesting of restricted stock units for 25,119 shares of common stock for the thirty-nine weeks ended October 28, 2023 were excluded from the calculation of diluted income per share, as their impact would have been anti-dilutive.

The effects of the assumed vesting of restricted stock units for 87,225 shares of common stock for the thirty-nine weeks ended October 29, 2022 April 29, 2023 were excluded from the calculation of diluted income per share, as their impact would have been anti-dilutive.

The aforementioned excluded shares do not reflect the impact of any incremental repurchases under the treasury stock method.

(5) Line of Credit

On September 16, 2022, the Company entered into a Second Amendment to Credit Agreement (the "Second Amendment") which amended the Fifth Amended and Restated Credit Agreement, dated as of April 24, 2020, as previously amended by that certain First Amendment to Credit Agreement, dated as of January 27, 2021 (the "First Amendment"; the Fifth Amended and Restated Credit Agreement as amended by the First Amendment and the Second Amendment, the “Credit Agreement”), among the

Company, 1616 Holdings, Inc., a wholly-owned subsidiary of the Company ("1616 Holdings" and together with the Company, the "Loan Parties"), Wells Fargo Bank, National Association as administrative agent (the "Agent"), and other lenders party thereto (the "Lenders").

The Credit Agreement provides for a secured asset-based revolving line of credit in the amount of up to $225.0 million (the "Revolving Credit Facility"). Advances under the Revolving Credit Facility are tied to a borrowing base consisting of eligible credit card receivables and inventory, as reduced by certain reserves in effect from time to time. Pursuant to the Credit Agreement, inventory appraisals and certain other diligence items are deferred, with reduced advance rates during the period that such appraisals have not been delivered. Pursuant to the Second Amendment, the Revolving Credit Facility expires on the earliest to occur of (i) September 16, 2027 or (ii) an event of default.

The Second Amendment also replaced the existing LIBOR (the "London London Interbank Offered Rate" Rate ("LIBOR") provisions with SOFR (the "Secured Secured Overnight Financing Rate" Rate ("SOFR") provisions which converted then outstanding LIBOR loans into SOFR loans and additionally makes a number of other revisions to other provisions of the Credit Agreement. Giving effect to the Second Amendment, outstanding borrowings under the Revolving Credit Facility would accrue interest at floating rates plus an applicable margin ranging from 1.12% to 1.50% for SOFR loans and 0.125% to 0.50% for base rate loans, and letter of credit fees range from 1.125% to 1.50%, in each case based on the average availability under the Revolving Credit Facility.

The Revolving Credit Facility may be increased by up to an additional $150.0 million, subject to certain conditions, including obtaining commitments from one or more Lenders (the "Accordion"). Pursuant to the First Amendment, the Company obtained commitments from the Lenders that would allow the Company at its election (subject only to satisfaction of certain customary conditions such as the absence of any Event of Default), to increase the amount of the Revolving Credit Facility by an aggregate principal amount up to $50.0 million within the Accordion (the "Committed Increase"). Accordion. The entire amount of the Revolving Credit Facility is available for the issuance of letters of credit and allows for swingline loans.

The Credit Agreement contains customary covenants that limit, absent lender approval, the ability of the Company and certain of its affiliates to, among other things, pay cash dividends, incur debt, create liens and encumbrances, redeem or repurchase stock, enter into certain acquisition transactions with affiliates, merge, dissolve, repay certain indebtedness, change the nature of the Company’s business, enter sale or leaseback transactions, make investments or dispose of assets. In some cases, these restrictions are subject to certain negotiated exceptions or permit the Company to undertake otherwise restricted activities if it satisfies certain conditions. In addition, the Company will be required to maintain availability of not less than (i) 12.5% of the lesser of (x) aggregate commitments under the Revolving Credit Facility and (y) the borrowing base (the "loan cap") during the period that inventory appraisals have not been delivered as described above and (ii) at all other times 10.0% of the loan cap.

If there exists an event of default or availability under the Revolving Credit Facility is less than 15% of the loan cap, amounts in any of the Loan Parties’ or subsidiary guarantors' designated deposit accounts will be transferred daily into a blocked account held by the Agent and applied to reduce outstanding amounts under the Revolving Credit Facility (the "Cash Dominion Event"), so long as (i) such event of default has not been waived and/or (ii) until availability has exceeded 15% of the loan cap for sixty (60) consecutive calendar days (provided that such ability to discontinue the Cash Dominion Event shall be limited to two times during the term of the Credit Agreement).

The Credit Agreement contains customary events of default including, among other things, failure to pay obligations when due, initiation of bankruptcy or insolvency proceedings, defaults on certain other indebtedness, change of control, incurrence of certain material judgments that are not stayed, satisfied, bonded or discharged within 30 days, certain ERISA events, invalidity of the credit documents, and violation of affirmative and negative covenants or breach of representations and warranties set forth in the Credit Agreement. Amounts under the Revolving Credit Facility may become due upon events of default (subject to any applicable grace or cure periods).

All obligations under the Revolving Credit Facility are guaranteed by 1616 Holdings and secured by substantially all of the assets of the Company and 1616 Holdings.

As of October 28, 2023 May 4, 2024, the Company had no borrowings under the Revolving Credit Facility and had approximately $225 million available under the Revolving Credit Facility.

As of October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023, the Company was in compliance with the covenants applicable to it under the Credit Agreement.

(6) Commitments and Contingencies

Commitments

Other Contractual Commitments

As of October 28, 2023 May 4, 2024, the Company has other purchase commitments of approximately $5.3 million $3.7 million consisting of purchase agreements for materials that will be used in the construction of new stores.

Contingencies

Legal Matters

The Company is subject to various proceedings, lawsuits, disputes, and claims arising in the ordinary course of the Company's business. Many of these actions raise complex factual and legal issues and are subject to uncertainties. Actions filed against the Company from time to time include commercial, intellectual property, customer, and employment actions, including class action lawsuits. The plaintiffs in some actions seek unspecified damages or injunctive relief, or both. Actions are in various procedural stages, and some are covered in part by insurance. The Company cannot predict with assurance the outcome of actions brought against the Company. Accordingly, adverse developments, settlements, or resolutions may occur and negatively impact income in the quarter of such development, settlement or resolution. If a potential loss arising from these lawsuits, claims and pending actions is probable and reasonably estimable, the Company records the estimated liability based on circumstances and assumptions existing at the time. Although the outcome of these and other claims cannot be predicted with certainty, management does not believe that the ultimate resolution of these matters will have a material adverse effect on the Company's financial condition or results of operations.

(7) Share-Based Compensation

Equity Incentive Plan

Pursuant to the Company's 2022 Equity Incentive Plan (the “Plan”), the Company’s Board of Directors may grant stock options, restricted shares, and restricted stock units to officers, directors, key crew and professional service providers. The Plan allows for the issuance of up to a total of 4.3 million shares under the Plan. As of October

28, 2023May 4, 2024, approximately 3.4 million3.2 million stock options, restricted shares, or restricted stock units were available for grant.

Common Stock Options

All stock options have a term not greater than ten years. Stock options vest and become exercisable in whole or in part, in accordance with vesting conditions set by the Company's Board of Directors. Options granted to date generally vest over four years from the date of grant.

Stock option activity during the thirty-ninethirteen weeks ended October 28, 2023May 4, 2024 was as follows:

	Options Outstanding		Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)
Balance as of January 28, 2023	18,026	$	34.92	1.8
Forfeited	(100)		41.67	
Exercised	(7,800)		36.70	
Balance as of October 28, 2023	10,126		33.48	1.8
Exercisable as of October 28, 2023	10,126	$	33.48	1.8

	Options Outstanding		Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)
Balance as of February 3, 2024	10,126	$	33.48	1.6
Granted	—		—	
Forfeited	—		—	
Exercised	—		—	
Balance as of May 4, 2024	10,126		33.48	1.3
Exercisable as of May 4, 2024	10.126	$	33.48	1.3

The fair value of each option award granted to crew, including outside directors, is estimated on the date of grant using the Black-Scholes option-pricing model. There were no stock options granted, forfeited or exercised during the thirty-ninethirteen weeks ended October 28, 2023May 4, 2024.

Restricted Stock Units and Performance-Based Restricted Stock Units

All restricted stock units ("RSU") and performance-based restricted stock units ("PSU") vest in accordance with vesting conditions set by the compensation committee of the Company's Board of Directors. RSUs and PSUs granted to date generally have vesting periods ranging from less than one year to four years from the date of grant. The fair value of RSUs is the market price of the underlying common stock on the date of grant. PSUs granted to date have vesting periods ranging from less than one year to five years from the date of grant.

PSUs that have a performance condition are subject to satisfaction of the applicable performance goals established for the respective grant. The Company periodically assesses the probability of achievement of the performance criteria and adjusts the amount of compensation expense accordingly. The fair value of these PSUs is the market price of the underlying common stock on the date of grant. Compensation is recognized over the vesting period and adjusted for the probability of achievement of the performance criteria.

PSUs that have a market condition based on ourthe Company's total shareholder return relative to a pre-defined peer group are subject to multi-year performance objectives with vesting periods of approximately three years from the date of grant (if the applicable performance objectives are achieved). The fair value of these PSUs are determined using a Monte Carlo simulation model, which utilizes multiple input variables such as (i) total shareholder return from the beginning of the performance cycle through the performance measurement date(s); (ii) volatility; (iii) risk-free interest rates; and (iv) the correlation of the pre-defined peer group's total shareholder return.

RSU and PSU activity during the thirty-ninethirteen weeks ended October 28, 2023May 4, 2024 was as follows:

	Restricted Stock Units	Performance-Based Restricted Stock Units

		Restricted Stock Units		Performance-Based Restricted Stock Units	
		Number	Weighted-Average Grant Date Fair Value	Number	Weighted-Average Grant Date Fair Value
Non-vested balance as of January 28, 2023		226,389	$142.20	458,062	$163.56
Non-vested balance as of February 3, 2024					
Granted	Granted	70,520	198.14	129,442	244.95
Vested	Vested	(74,970)	133.35	(157,192)	151.73
Forfeited	Forfeited	(14,385)	153.38	(124,972)	158.97
Non-vested balance as of October 28, 2023		207,554	$163.63	305,340	$206.03
Non-vested balance as of May 4, 2024					

In connection with the vesting of RSUs and PSUs during the thirteen weeks ended May 4, 2024, the Company withheld 33,953 shares with an aggregate value of $6.7 million in satisfaction of minimum tax withholding obligations due upon vesting.

In connection with the vesting of RSUs and PSUs during the thirty-nine thirteen weeks ended October 28, 2023 April 29, 2023, the Company withheld 84,527 81,622 shares with an aggregate value of $16.4 million $15.9 million in satisfaction of minimum tax withholding obligations due upon vesting.

In connection with the vesting of RSUs and PSUs during the thirty-nine weeks ended October 29, 2022, the Company withheld 30,380 shares with an aggregate value of $4.6 million in satisfaction of minimum tax withholding obligations due upon vesting.

As of October 28, 2023 May 4, 2024, there was $39.9 million$46.1 million of total unrecognized compensation costs related to non-vested share-based compensation arrangements (including stock options, RSUs and PSUs) granted under the Plan. The cost is expected to be recognized over a weighted average vesting period of 2.3 2.7 years.

Share Repurchase Program

On March 20, 2018, the Company's Board of Directors approved a share repurchase program authorizing the repurchase of up to $100 million of the Company's common stock through March 31, 2021, on the open market, in privately negotiated transactions, or otherwise. This program expired on March 31, 2021.

On March 9, 2021, the Company's Board of Directors approved a new share repurchase program for up to $100 million of the Company's common stock through March 31, 2024. In fiscal 2021, the Company purchased 368,699 shares at an aggregate cost of approximately $60.0 million, or average price of $162.75 per share. In fiscal 2022, the Company purchased 247,132 shares at an aggregate cost of approximately $40.0 million, or average price of $161.88 per share. The Company has exhausted repurchases under this program.

On June 14, 2022, the Company's Board of Directors approved a new share repurchase program for up to $100 million of the Company's common stock through June 30, 2025. During the thirteen weeks ended October 28, 2023, In fiscal 2023, the Company purchased repurchased 504,369 shares under this program at an aggregate cost of approximately $80.0 million, or an average price of $158.63 per share. On This program was retired on November 27, 2023, the Company's Board of Directors retired this share repurchase program. .

On November 27, 2023, the Company's Board of Directors approved a new share repurchase program for up to $100 million of the Company's common stock through November 27, 2026. During the thirteen weeks ended May 4, 2024, the Company repurchased 182,327 shares at an aggregate cost of approximately $30.0 million, or average price of $164.56 per share.

Since approval of the share repurchase program in March 2018, the Company has purchased approximately 1.6 million 1.8 million shares for an aggregate cost of approximately $230 million $260 million. There can be no assurances that any additional repurchases will be completed, or as to the timing or amount of any repurchases. The share repurchase program may be modified or discontinued at any time.

(8) Income Taxes

The following table summarizes the Company's income tax expense and effective tax rates for the thirteen and thirty-nine weeks ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023 (dollars in thousands):

		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
		Thirteen Weeks Ended			
		Thirteen Weeks Ended			
May 4, 2024					
May 4, 2024					
Income before income taxes					
Income before income taxes					
Income before income taxes	Income before income taxes	$ 19,557	$ 21,417	$ 128,552	$ 119,615
Income tax expense	Income tax expense	$ 4,963	$ 5,271	$ 29,645	$ 29,407
Income tax expense					
Income tax expense					
Effective tax rate	Effective tax rate	25.4 %	24.6 %	23.1 %	24.6 %
Effective tax rate					
Effective tax rate					

The effective tax rates for the thirteen and thirty-nine weeks ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023 were based on the Company's forecasted annualized effective tax rates and were adjusted for discrete items that occurred within the periods presented. The effective tax rate for the thirteen weeks ended October 28, 2023 May 4, 2024 was higher than the thirteen weeks ended October 29, 2022 primarily due to non-deductible expenses, partially offset by discrete items, which includes the impact of ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting" with respect to the requirements to recognize excess income tax benefits or deficiencies as income tax benefit or expense in the consolidated statements of operations rather than as additional paid-in capital in the consolidated balance sheets. The effective tax rate for the thirty-nine weeks ended October 28, 2023 was lower than the thirty-nine weeks ended October 29, 2022 April 29, 2023 primarily due to discrete items, which includes the impact of ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting, Accounting." partially offset by non-deductible expenses.

The Company had no material accrual for uncertain tax positions or interest and/or penalties related to income taxes on the Company's balance sheets as of October 28, 2023 May 4, 2024, January 28, 2023 February 3, 2024 or October 29, 2022 April 29, 2023 and has not recognized any material uncertain tax positions or interest and/or penalties related to income taxes in the consolidated statements of operations for the thirteen and thirty-nine weeks ended October 28, 2023 May 4, 2024 or October 29, 2022 April 29, 2023.

The Company files a federal income tax return as well as state tax returns. The Company's U.S. federal income tax returns for the fiscal years ended February 1, 2020 January 30, 2021 and thereafter remain subject to examination by the U.S. Internal Revenue Service. State returns are filed in various state jurisdictions, as appropriate, with varying statutes of limitation and remain subject to examination for varying periods up to three years to four years depending on the state.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion together with "Selected Financial Data" and the consolidated financial statements and related notes included in our Annual Report on Form 10-K for our fiscal year ended January 28, 2023 February 3, 2024 and referred to herein as the "Annual Report," and the consolidated financial statements and related notes as of and for the thirteen and thirty-nine weeks ended October 28, 2023 May 4, 2024 included in Part I, Item 1 of this Quarterly Report on Form 10-Q. The statements in this discussion regarding expectations of our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described below in "Special Note Regarding Forward-Looking Statements" and in Part II, Item 1A "Risk Factors." Our actual results may differ materially from those contained in or implied by any forward-looking statements.

We operate on a fiscal calendar widely used by the retail industry that results in a given fiscal year consisting of a 52- or 53-week period ending on the Saturday closest to January 31 of the following year. References to "fiscal year 2024" or "fiscal 2024" refer to the period from February 4, 2024 to February 1, 2025, which is a 52-week fiscal year. References to "fiscal year 2023" or "fiscal 2023" refer to the period from January 29, 2023 to February 3, 2024, which is a 53-week fiscal year. References to "fiscal year 2022" or "fiscal 2022" refer to the period from January 30, 2022 to January 28, 2023, which is a 52-week fiscal year. The fiscal quarters ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023 refer to the thirteen weeks ended as of those dates. The year-to-date periods ended October 28, 2023 and October 29, 2022 refer to the thirty-nine weeks ended as of those dates. Historical results are not necessarily indicative of the results to be expected for any future period and results for any interim period may not necessarily be indicative of the results that may be expected for a full year.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts or present facts or conditions, such as statements regarding our future financial condition or results of operations, our prospects and strategies for future growth, the introduction of new merchandise, and the implementation of our marketing and branding strategies. Forward-looking statements frequently are identified by terms such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or the negative of these terms or other comparable terminology.

The forward-looking statements contained in this Quarterly Report on Form 10-Q reflect our views as of the date of this report about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause events or our actual activities or results to differ significantly from those expressed in any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, results, actions, levels of activity, performance or achievements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, those factors described in Part I, Item 1A “Risk Factors” in our Annual Report, as amended by the risk factors included in Part II, Item 1A "Risk Factors" in this Quarterly Report on Form 10-Q. These factors include without limitation:

- *the impacts of inflation and increasing commodity prices;*
- *failure to successfully implement our growth strategy;*
- *disruptions in our ability to select, obtain, distribute and market merchandise profitably;*
- *reliance on merchandise manufactured outside of the United States;*
- *the direct and indirect impact of current and potential tariffs imposed and proposed by the United States on foreign imports, including, without limitation, the tariffs themselves, any counter-measures thereto and any indirect effects on consumer discretionary spending, which could increase the cost to us of certain products, lower our margins, increase our import related expenses, and reduce consumer spending for discretionary items, each of which could have a material adverse effect on our business, financial condition and results of future operations;*
- *the impact of price increases, such as, a reduction in our unit sales, damage to our reputation with our customers, and our becoming less competitive in the marketplace;*
- *dependence on the volume of traffic to our stores and website;*
- *inability to successfully build, operate or expand our shipcenters or network capacity;*
- *disruptions to the global supply chain, increased cost of freight, constraints on shipping capacity to transport inventory or the timely receipt of inventory;*
- *extreme weather conditions in the areas in which our stores are located could negatively affect our business and results of operations;*
- *disruptions in our information technology systems and our inability to maintain and update those systems could adversely affect operations and our customers;*
- *systemic failure of the banking system in the United States or globally;*
- *the risks of cyberattacks or other cyber incidents, such as the failure to secure customers' confidential or credit card information, or other private data relating to our crew or our Company, including the costs associated with protection against or remediation of such incidents;*
- *increased usage of machine learning and other types of artificial intelligence in our business, and challenges with properly managing its use;*
- *increased operating costs or exposure to fraud or theft due to customer payment-related risks;*
- *inability to increase sales and improve the efficiencies, costs and effectiveness of our operations;*
- *dependence on our executive officers, senior management and other key personnel or inability to hire additional qualified personnel;*
- *inability to successfully manage our inventory balances and inventory shrinkage;*
- *inability to meet our lease obligations;*
- *the costs and risks of constructing and owning real property;*
- *changes in our competitive environment, including increased competition from other retailers and the presence of online retailers;*
- *the seasonality of our business;*
- *inability to successfully implement our expansion into online retail;*
- *natural disasters, adverse weather conditions, pandemic outbreaks, global political events, war, terrorism or civil unrest;*
- *the impact of changes in tax legislation;*
- *the impact to our financial performance related to insurance programs;*
- *inability to protect our brand name, trademarks and other intellectual property rights;*
- *the impact of product and food safety claims and effects of legislation; and*
- *restrictions imposed by our indebtedness on our current and future operations.*

Readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on these forward-looking statements. All of the forward-looking statements we have included in this Quarterly Report on Form 10-Q are based on information available to us on the date of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Overview

Five Below, Inc. (collectively referred to herein with its wholly owned subsidiaries as "we," "us," or "our") is a rapidly growing specialty value retailer offering a broad range of trend-right, high-quality merchandise targeted at the tween and teen customer. We offer a dynamic, edited assortment of exciting products, with most priced at $5 and below, including select brands and licensed merchandise across our category worlds. In fiscal 2019, we rolled out new pricing to our full chain, increasing prices on certain products over $5. Most of our products remain at $5 and below. As of October 28, 2023 May 4, 2024, we operated 1,481 stores 1,605 stores in 43 states.

We also offer our merchandise on the internet, through our fivebelow.com e-commerce website, offering home delivery and the option to buy online and pick up in store. Additionally, we sell merchandise through on-demand third-party delivery services to enable our customers to shop online and receive convenient delivery. All e-commerce sales, including which includes shipping and handling revenue, are included in net sales and are included in comparable sales. Our e-commerce expenses will have components classified as both cost of goods sold and selling, general and administrative expenses. expenses (including depreciation and amortization).

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of performance and financial measures. These key measures include net sales, comparable sales, cost of goods sold and gross profit, selling, general and administrative expenses (including depreciation and amortization) and operating income.

Net Sales

Net sales constitute gross sales net of merchandise returns for damaged or defective goods. Net sales consist of sales from comparable stores, non-comparable stores, and e-commerce, which includes shipping and handling revenue. Revenue from the sale of gift cards is deferred and not included in net sales until the gift cards are redeemed to purchase merchandise or as breakage revenue in proportion to the pattern of redemption of the gift cards by the customer.

Our business is seasonal and as a result, our net sales fluctuate from quarter to quarter. Net sales are usually highest in the fourth fiscal quarter due to the year-end holiday season.

Comparable Sales

Comparable sales include net sales from stores that have been open for at least 15 full months from their opening date, and e-commerce sales. Comparable stores include the following:

- Stores that have been remodeled while remaining open;
- Stores that have been relocated within the same trade area, to a location that is not significantly different in size, in which the new store opens at about the same time as the old store closes; and
- Stores that have expanded, but are not significantly different in size, within their current locations.

For stores that are relocated or expanded, the following periods are excluded when calculating comparable sales:

- The period beginning when the closing store receives its last merchandise delivery from one of our shipcenters through:
  - the last day of the fiscal year in which the store was relocated or expanded (for stores that increased significantly in size); or
  - the last day of the fiscal month in which the store re-opens (for all other stores); and
- The period beginning on the first anniversary of the date the store received its last merchandise delivery from one of our shipcenters through the first anniversary of the date the store re-opened.

Comparable sales exclude the 53rd week of sales for 53-week fiscal years. In the 52-week fiscal year subsequent to a 53-week fiscal year, we exclude the sales in the non-comparable week from the same-store sales calculation. calculation on a restated calendar basis using the National Retail Federation's restated calendar comparing similar weeks.

Due to the 53rd week in fiscal 2023, comparable sales for the thirteen weeks ended May 4, 2024 are reported on a restated calendar basis. Reference to the "restated calendar" is based on using the National Retail Federation's restated calendar comparing similar weeks, which are the thirteen weeks from February 4, 2024 to May 4, 2024 as compared to the thirteen weeks from February 5, 2023 to May 6, 2023.

There may be variations in the way in which some of our competitors and other retailers calculate comparable or “same store” sales. As a result, data in this Quarterly Report on Form 10-Q regarding our comparable sales may not be comparable to similar data made available by other retailers. Non-comparable sales are comprised of new store sales, sales for stores not open for a full 15 months, and sales from existing store relocation and expansion projects that were temporarily closed (or not receiving deliveries) and not included in comparable sales.

Measuring the change in fiscal year-over-year comparable sales allows us to evaluate how we are performing. Various factors affect comparable sales, including:

- consumer preferences, buying trends and overall economic trends;
- our ability to identify and respond effectively to customer preferences and trends;
- our ability to provide an assortment of high-quality, trend-right and everyday product offerings that generate new and repeat visits to our stores;
- the customer experience we provide in our stores and online;
- the level of traffic near our locations in the power, community and lifestyle centers in which we operate;
- competition;
- changes in our merchandise mix;

- pricing;
- our ability to source and distribute products efficiently;
- the timing of promotional events and holidays;
- the timing of introduction of new merchandise and customer acceptance of new merchandise;
- our opening of new stores in the vicinity of existing stores;
- the number of items purchased per store visit;
- weather conditions; and
- the impacts associated with the COVID-19 pandemic, including closures of our stores, adverse impacts on our operations, and consumer sentiment regarding discretionary spending.

Opening new stores is an important part of our growth strategy. As we continue to pursue our growth strategy, we expect that a significant percentage of our net sales will continue to come from new stores not included in comparable sales. Accordingly, comparable sales is are only one measure we use to assess the success of our growth strategy.

Cost of Goods Sold and Gross Profit

Gross profit is equal to our net sales less our cost of goods sold. Gross margin is gross profit as a percentage of our net sales. Cost of goods sold reflects the direct costs of purchased merchandise and inbound freight and tariffs, as well as shipping and handling costs, store occupancy, distribution and buying expenses. Shipping and handling costs include internal fulfillment and shipping costs related to our e-commerce operations. Store occupancy costs include rent, common area maintenance, utilities and property taxes for all store locations. Distribution costs include costs for receiving, processing, warehousing and shipping of merchandise from our shipcenters and between store locations. Buying costs include compensation expense and other costs for our internal buying organization, including our merchandising and product development team and our planning and allocation group. These costs are significant and can be expected to continue to increase as our Company grows.

The components of our cost of goods sold may not be comparable to the components of cost of goods sold or similar measures of our competitors and other retailers. As a result, data in this Quarterly Report on Form 10-Q regarding our gross profit and gross margin may not be comparable to similar data made available by our competitors and other retailers.

The variable component of our cost of goods sold is higher in higher volume quarters because the variable component of our cost of goods sold generally increases as net sales increase. We regularly analyze the components of gross profit, a non-GAAP financial measure, as well as gross margin. margin as it provides a useful and relevant measure to analyze our financial performance. Any inability to obtain acceptable levels of initial markups, a significant increase in our use of markdowns, and a significant increase in inventory shrinkage or inability to generate sufficient sales leverage on the store occupancy, distribution and buying components of cost of goods sold could have an adverse impact on our gross profit and results of operations. In addition, current global supply chain disruptions, the cost of freight and constraints on shipping capacity to transport inventory may have an adverse impact on our gross profit and results of operations, as well as our sales. Changes in the mix of our products may also impact our overall cost of goods sold.

Selling, General and Administrative Expenses (including Depreciation and Amortization)

Selling, general and administrative (including depreciation and amortization), or SG&A, expenses are composed of payroll and other compensation, marketing and advertising expense, depreciation and amortization expense and other selling and administrative expenses. SG&A expenses as a percentage of net sales are usually higher in lower sales volume quarters and lower in higher sales volume quarters.

The components of our SG&A expenses may not be comparable to those of other retailers. We expect that our SG&A expenses will increase in future periods due to our continuing store growth. In addition, any increase in future share-based grants or modifications will increase impact our share-based compensation expense included in SG&A expenses.

Operating Income

Operating income equals gross profit less SG&A expenses. Operating income excludes interest expense or income, other expense or income, and income tax expense or benefit. We use operating income as an indicator of the productivity of our business and our ability to manage SG&A expenses. Operating income percentage measures operating income as a percentage of our net sales.

Results of Consolidated Operations

The following tables summarize key components of our results of consolidated operations for the periods indicated, both in dollars and as a percentage of our net sales.

	Thirteen Weeks Ended		**Thirty-Nine Weeks Ended**	
	October 28, 2023	**October 29, 2022**	**October 28, 2023**	**October 29, 2022**
	(in millions, except percentages and total stores)			
May 4, 2024				
May 4, 2024				
May 4, 2024				
(in millions, except percentages and total stores)				

(in millions, except percentages and total stores)							
(in millions, except percentages and total stores)							
Consolidated Statements of Operations Data (1):	**Consolidated Statements of Operations Data (1):**						
Net sales	Net sales	$	736.4	$	645.0	$	2,221.6	$	1,953.6
Cost of goods sold			513.6		437.2		1,499.4		1,310.5
Gross profit			222.8		207.8		722.2		643.1
Net sales									
Net sales									
Cost of goods sold (exclusive of items shown separately below)									
Cost of goods sold (exclusive of items shown separately below)									
Cost of goods sold (exclusive of items shown separately below)									
Selling, general and administrative expenses	Selling, general and administrative expenses		206.7		186.9		605.1		523.8
Selling, general and administrative expenses									
Selling, general and administrative expenses									
Depreciation and amortization									
Depreciation and amortization									
Depreciation and amortization									
Operating income	Operating income		16.1		20.9		117.1		119.3
Operating income									
Operating income									
Interest income and other income									
Interest income and other income									
Interest income and other income	Interest income and other income		3.4		0.5		11.4		0.3
Income before income taxes	Income before income taxes		19.6		21.4		128.6		119.6
Income before income taxes									
Income before income taxes									
Income tax expense									
Income tax expense									
Income tax expense	Income tax expense		5.0		5.3		29.6		29.4
Net income	Net income	$	14.6	$	16.1	$	98.9	$	90.2
Net income									
Net income									
Percentage of Net Sales (1):									
Percentage of Net Sales (1):									
Percentage of Net Sales (1):	**Percentage of Net Sales (1):**								
Net sales	Net sales		100.0 %		100.0 %		100.0 %		100.0 %
Cost of goods sold			69.7		67.8		67.5		67.1

Gross profit			30.3			32.2			32.5			32.9	
Net sales													
Net sales													
Cost of goods sold (exclusive of items shown separately below)													
Cost of goods sold (exclusive of items shown separately below)													
Cost of goods sold (exclusive of items shown separately below)													
Selling, general and administrative expenses	Selling, general and administrative expenses		28.1			29.0			27.2			26.8	
Selling, general and administrative expenses													
Selling, general and administrative expenses													
Depreciation and amortization													
Depreciation and amortization													
Depreciation and amortization													
Operating income	Operating income		2.2			3.2			5.3			6.1	
Operating income													
Operating income													
Interest income and other income													
Interest income and other income													
Interest income and other income	Interest income and other income		0.5			0.1			0.5			—	
Income before income taxes	Income before income taxes		2.7			3.3			5.8			6.1	
Income before income taxes													
Income before income taxes													
Income tax expense													
Income tax expense													
Income tax expense	Income tax expense		0.7			0.8			1.3			1.5	
Net income	Net income		2.0	%		2.5	%		4.5	%		4.6	%
Net income													
Net income													
Operational Data:													
Operational Data:													
Operational Data:	**Operational Data:**												
Total stores at end of period	Total stores at end of period		1,481			1,292			1,481			1,292	
Comparable sales increase (decrease)			2.5	%		(2.7)	%		2.6	%		(4.1)	%
Total stores at end of period													
Total stores at end of period													
Comparable sales (decrease) increase													
Comparable sales (decrease) increase													
Comparable sales (decrease) increase													
Average net sales per store (2)	Average net sales per store (2)	$	0.5		$	0.5		$	1.6		$	1.6	
Average net sales per store (2)													

Average net sales per store (2)	

(1) Components may not add to total due to rounding.

(2) Only includes stores that opened before the beginning of the thirteen weeks ended and thirty-nine weeks ended.

Thirteen Weeks Ended October 28, 2023 May 4, 2024 Compared to the Thirteen Weeks Ended October 29, 2022 April 29, 2023

Net Sales

Net sales increased to $736.4 million to $811.9 million in the thirteen weeks ended May 4, 2024 from $726.2 million in the thirteen weeks ended October 28, 2023 from $645.0 million in the thirteen weeks ended October 29, 2022 April 29, 2023, an increase of $91.4 million $85.7 million, or 14.2% 11.8%. The increase was the result of a non-comparable sales increase of $76.0 million and$102.4 million, partially offset by a comparable sales increase decrease of $15.4 million $16.7 million. The increase increase in non-comparable sales was primarily driven by new stores that opened in fiscal 2023 and the number of stores that opened in fiscal 2022 2023 but have not been open for 15 full months. months and new stores that opened in fiscal 2024.

Comparable Comparable sales increased 2.5% decreased 2.3%. This increase decrease resulted from an increase a decrease of approximately 3.1% 2.8% in the number of transactions, partially offset by a decrease an increase of approximately 0.6% 0.5% in the average dollar value of transactions.

Cost of Goods Sold and Gross Profit

Cost of goods sold increased to $513.6 million $548.3 million in the thirteen weeks ended October 28, 2023 May 4, 2024 from $437.2 million $491.4 million in the thirteen weeks ended October 29, 2022 April 29, 2023, an increase of $76.4 million $56.9 million, or 17.5% 11.6%. The increase in cost of goods sold was primarily the result of an increase increases in the merchandise cost of goods sold primarily resulting from the increase increases in net sales. Also contributing to the increase in cost of goods sold was an increase in sales and inventory shrinkage, and store occupancy costs primarily resulting from new store openings.

Gross profit increased to $222.8 million $263.5 million in the thirteen weeks ended October 28, 2023 May 4, 2024 from $207.8 million $234.8 million in the thirteen weeks ended October 29, 2022 April 29, 2023, an increase of $15.0 million $28.7 million, or 7.2% 12.2%. Gross margin decreased increased to 30.3% 32.5% in the thirteen weeks ended May 4, 2024 from 32.3% in the thirteen weeks ended October 28, 2023 from 32.2% in the thirteen weeks ended October 29, 2022 April 29, 2023, a decrease an increase of approximately 190 20 basis points. The decrease increase in gross margin was primarily the result of an increase a decrease as a percentage of net sales in merchandise cost of goods sold, which includes the impact of higher inventory shrinkage. shrinkage, partially offset by an increase as a percentage of net sales in store occupancy costs.

Selling, General and Administrative Expenses (including Depreciation and Amortization)

Selling, general and administrative expenses (including depreciation and amortization) increased to $206.7 million $227.4 million in the thirteen weeks ended October 28, 2023 May 4, 2024 from $186.9 million $192.4 million in the thirteen weeks ended October 29, 2022 April 29, 2023, an increase of $19.8 million $35.0 million, or 10.6%18.2%. As a percentage of net sales, selling, general and administrative expenses decreased (including depreciation and amortization) increased approximately 90 150 basis points to 28.1% 28.0% in the thirteen weeks ended October 28, 2023 May 4, 2024 from 29.0% 26.5% in the thirteen weeks ended October 29, 2022 April 29, 2023. The increase in selling, general and administrative expenses (including depreciation and amortization) was the result of increases of $18.1 million $27.1 million in store-related expenses and $1.7 million in corporate-related expenses primarily to support new store growth. growth and $7.9 million in corporate-related expenses, which includes a non-recurring expense related to a settlement of employment-related litigation.

Income Tax Expense

Income tax expense decreased increased to $5.0 million$9.7 million in the thirteen weeks ended October 28, 2023 May 4, 2024 from $5.3 million $8.6 million in the thirteen weeks ended October 29, 2022 April 29, 2023, a decrease an increase of $0.3 million $1.1 million or 5.8% 12.7%. The decrease increase in income tax expense was primarily due to the $1.9 million decrease in pre-tax income.

Our effective tax rate for the thirteen weeks ended October 28, 2023 was 25.4% compared to 24.6% in the thirteen weeks ended October 29, 2022. Our effective tax rate for the thirteen weeks ended October 28, 2023 was higher than the comparable prior year period primarily due to non-deductible expenses, partially offset by discrete items, which includes the impact of ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting" with respect to the requirements to recognize excess income tax benefits or deficiencies as income tax benefit or expense in the consolidated statements of operations rather than as additional paid-in capital in the consolidated balance sheets.

Net Income

As a result of the foregoing, net income decreased to $14.6 million in the thirteen weeks ended October 28, 2023 from $16.1 million in the thirteen weeks ended October 29, 2022, a decrease of $1.5 million or 9.6%.

Thirty-Nine Weeks Ended October 28, 2023 Compared to the Thirty-Nine Weeks Ended October 29, 2022

Net Sales

Net sales increased to $2,221.6 million in the thirty-nine weeks ended October 28, 2023 from $1,953.6 million in the thirty-nine weeks ended October 29, 2022, an increase of $268.0 million, or 13.7%. The increase was the result of a non-comparable sales increase of $218.5 million and a comparable sales increase of $49.5 million. The increase in non-comparable sales was primarily driven by the number of stores that opened in fiscal 2022 but have not been open for 15 full months and new stores that opened in fiscal 2023.

Comparable sales increased 2.6%. This increase resulted from an increase of approximately 3.8% in the number of transactions, Accounting," partially offset by a decrease of approximately 1.2% in the average dollar value of transactions.

Cost of Goods Sold and Gross Profit

Cost of goods sold increased to $1,499.4 million in the thirty-nine weeks ended October 28, 2023 from $1,310.5 million in the thirty-nine weeks ended October 29, 2022, an increase of $188.9 million, or 14.4%. The increase in cost of goods sold was primarily the result of an increase in the merchandise cost of goods sold resulting from the increase in net sales. Also contributing to the increase in cost of goods sold was an increase in store occupancy costs primarily resulting from new store openings.

Gross profit increased to $722.2 million in the thirty-nine weeks ended October 28, 2023 from $643.1 million in the thirty-nine weeks ended October 29, 2022, an increase of $79.1 million, or 12.3%. Gross margin decreased to 32.5% in the thirty-nine weeks ended October 28, 2023 from 32.9% in the thirty-nine weeks ended October 29, 2022, a decrease of approximately 40 basis points. The $4.9 million decrease in gross margin was primarily the result of an increase as a percentage of net sales in merchandise cost of goods sold, which includes the impact of inventory shrinkage. This decrease was partially offset by a decrease as a percentage of net sales in distribution costs. pre-tax income.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased to $605.1 million in the thirty-nine weeks ended October 28, 2023 from $523.8 million in the thirty-nine weeks ended October 29, 2022, an increase of $81.3 million, or 15.5%. As a percentage of net sales, selling, general and administrative expenses increased approximately 40 basis points to 27.2% in the thirty-nine weeks ended October 28, 2023 from 26.8% in the thirty-nine weeks ended October 29, 2022. The increase in selling, general and administrative expenses was the result of increases of $60.6 million in store-related expenses and $20.7 million in corporate-related expenses primarily to support new store growth.

Income Tax Expense

Income tax expense increased to $29.6 million in the thirty-nine weeks ended October 28, 2023 from $29.4 million in the thirty-nine weeks ended October 29, 2022, an increase of $0.2 million or 0.8%. The increase in income tax expense was primarily due to the $8.9 million increase in pre-tax income, partially offset by discrete items, which includes the impact of ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting."

Our effective tax rate for the thirty-nine thirteen weeks ended October 28, 2023 May 4, 2024 was 23.1%23.5% compared to 24.6% 18.6% in the thirty-nine thirteen weeks ended October 29, 2022 April 29, 2023. Our effective tax rate for the thirty-nine thirteen weeks ended October 28, 2023 May 4, 2024 was lower higher than the comparable prior year period primarily due to discrete items, which includes the impact of ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting, Accounting." partially offset by non-deductible expenses.

Net Income

As a result of the foregoing, net income increas decreased to $98.9 million$31.5 million in the thirty-nine thirteen weeks ended October 28, 2023 May 4, 2024 from $90.2 million $37.5 million in the thirty-nine thirteen weeks ended October 29, 2022 April 29, 2023, an increase a decrease of $8.7 million $6.0 million or 9.6% 16.0%.

Liquidity and Capital Resources

Overview

Cash capital expenditures typically vary depending on the timing of new store openings and infrastructure-related investments. We plan to make cash capital expenditures of approximately $335 million $345 million to $355 million in fiscal 2023, 2024, which exclude the impact of tenant allowances, and which we expect to fund from cash generated from operations, cash on hand, investments and, as needed, borrowings under our Revolving Credit Facility. We expect to incur approximately $155 million $170 million of our cash capital expenditure budget in fiscal 2023 2024 to construct and open over 200 approximately 230 new stores, with the remainder projected to be spent on our store relocations and remodels, our shipcenters distribution facilities, which includes the expansion of two facilities, and our corporate infrastructure.

Our primary working capital requirements are for the purchase of store inventory and payment of payroll, rent, other store operating costs and distribution costs. Our working capital requirements fluctuate during the year, rising in the third and fourth fiscal quarters as we take title to increasing quantities of inventory in anticipation of our peak, year-end holiday shopping season in the fourth fiscal quarter. Fluctuations in working capital are also driven by the timing of new store openings.

Historically, we have funded our capital expenditures and working capital requirements during the fiscal year with cash on-hand, net cash provided by operating activities and borrowings under our Revolving Credit Facility, which expires in September 2027, as needed, and we expect that funding to continue. When we have used our Revolving Credit Facility, the amount of indebtedness outstanding under it has tended to be the highest in the beginning of the fourth quarter of each fiscal year. To the extent that we have drawn on the facility, we have paid down the borrowings before the end of the fiscal year with cash generated during our peak selling season in the fourth quarter. As of October 28, 2023 May 4, 2024, we did not have any direct borrowings under our Revolving Credit Facility and had approximately $225 million available on the line of credit.

On March 20, 2018, our Board of Directors approved a share repurchase program authorizing the repurchase of up to $100 million of our common stock through March 31, 2021, on the open market, in privately negotiated transactions, or otherwise. This program expired on March 31, 2021.

On March 9, 2021, our Board of Directors approved a new share repurchase program for up to $100 million of our common stock through March 31, 2024. In fiscal 2021, we purchased 368,699 shares at an aggregate cost of approximately $60.0 million, or an average price of $162.75 per share. In fiscal 2022, we purchased 247,132 shares at an aggregate cost of approximately $40.0 million, or an average price of $161.88 per share. We have exhausted repurchases under this program.

On June 14, 2022, our Board of Directors approved a new share repurchase program for up to $100 million of our common stock through June 30, 2025. During the thirteen weeks ended October 28, 2023, In fiscal 2023, we purchased repurchased 504,369 shares at an aggregate cost of approximately $80.0 million, or average price of $158.63 per share. On This program was retired on November 27, 2023, our Board of Directors retired this share repurchase program. .

On November 27, 2023, our Board of Directors approved a new share repurchase program for up to $100 million of our common stock through November 27, 2026. During the thirteen weeks ended May 4, 2024, we repurchased 182,327 shares at an aggregate cost of approximately $30.0 million, or average price of $164.56 per share.

Since approval of the share repurchase program in March 2018, we have purchased approximately 1.6 million 1.8 million shares for an aggregate cost of approximately $230 million $260 million. There can be no assurances that any additional repurchases will be completed, or as to the timing or amount of any repurchases. The share repurchase program may be modified or discontinued at any time.

Based on our growth plans, we believe that our cash position, which includes our cash equivalents and short-term investments, net cash provided by operating activities and availability under our Revolving Credit Facility, which expires in September 2027, will be adequate to finance our planned capital expenditures, authorized share repurchases and working capital requirements over the next 12 months and for the foreseeable future thereafter. If cash flows from operations and borrowings under our Revolving Credit Facility are not sufficient or available to meet our requirements, then we will be required to obtain additional equity or debt financing in the future. There can be no assurance that equity or debt financing will be available to us when we need it or, if available, that the terms will be satisfactory to us and not dilutive to our then-current shareholders.

Cash Flows

A summary of our cash flows from operating, investing and financing activities is presented in the following table (in millions):

	Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022
Net cash provided by (used in) operating activities	$ 91.9	$ (45.0)
Net cash (used in) provided by investing activities	(165.1)	68.5
Net cash used in financing activities	(96.2)	(44.3)
Net decrease during period in cash and cash equivalents (1)	$ (169.4)	$ (20.7)

	Thirty-Nine Weeks Ended	
	May 4, 2024	April 29, 2023
Net cash provided by operating activities	$ 26.4	$ 85.3
Net cash used in investing activities	(73.1)	(66.5)
Net cash used in financing activities	(36.8)	(15.8)
Net (decrease) increase during period in cash and cash equivalents (1)	$ (83.4)	$ 3.0

(1) Components may not add to total due to rounding.

Cash Provided by (Used in) Operating Activities

Net cash provided by operating activities for the thirty-nine thirteen weeks ended October 28, 2023 May 4, 2024 was $91.9 million $26.4 million, an increase a decrease of $136.9 million $58.9 million compared to the thirty-nine thirteen weeks ended October 29, 2022 April 29, 2023. The increase decrease was primarily due to changes in working capital, partially offset by an increase in operating cash flows from store performance and a decrease in income taxes paid. performance.

Cash (Used in) Provided by Used in Investing Activities

Net cash used in investing activities for the thirty-nine thirteen weeks ended October 28, 2023 May 4, 2024 was $165.1 million$73.1 million, an increase of $233.6 million $6.6 million compared to the thirty-nine thirteen weeks ended October 29, 2022 April 29, 2023. The increase was primarily due to a decrease an increase in capital expenditures, partially offset by an increase in net sales, maturities, and redemptions of investment securities and an increase in capital expenditures. securities. The increase in capital expenditures was primarily for our new store construction, our shipcenters, and our corporate infrastructure.

Cash Used in Financing Activities

Net cash used in financing activities for the thirty-nine thirteen weeks ended October 28, 2023 May 4, 2024 was $96.2 million$36.8 million, an increase of $51.9 million $21.0 million compared to the thirty-nine thirteen weeks ended October 29, 2022 April 29, 2023. The increase was primarily due to an increase in the repurchase and retirement of common stock, and an increase partially offset by a decrease in common shares withheld for taxes.

Line of Credit

On September 16, 2022, we entered into See "Note 5 - Line of Credit" to the unaudited consolidated financial statements included in "Part I. Financial Information, Item 1. Consolidated Financial Statements" of this Form 10-Q, for a Second Amendment to Credit Agreement (the "Second Amendment") which amended the Fifth Amended and Restated Credit Agreement, dated as of April 24, 2020, as previously amended by that certain First Amendment to Credit Agreement, dated as of January 27, 2021 (the "First Amendment"; the Fifth Amended and Restated Credit Agreement as amended by the First Amendment and the Second Amendment, the “Credit Agreement”), among the

Company, 1616 Holdings, Inc., a wholly-owned subsidiary detailed description of the Company ("1616 Holdings" and together with the Company, the "Loan Parties"), Wells Fargo Bank, National Association as administrative agent (the "Agent"), and other lenders party thereto (the "Lenders").

The Credit Agreement provides for a secured asset-based revolving Company's line of credit in the amount of up to $225.0 million (the "Revolving Credit Facility"). Advances under the Revolving Credit Facility are tied to a borrowing base consisting of eligible credit card receivables and inventory, as reduced by certain reserves in effect from time to time. Pursuant to the Credit Agreement, inventory appraisals and certain other diligence items are deferred, with reduced advance rates during the period that such appraisals have not been delivered. Pursuant to the Second Amendment, the Revolving Credit Facility expires on the earliest to occur of (i) September 16, 2027 or (ii) an event of default. credit.

The Second Amendment also replaced the existing LIBOR (the "London Interbank Offered Rate") provisions with SOFR (the "Secured Overnight Financing Rate") provisions which converted then outstanding LIBOR loans into SOFR loans and additionally makes a number of other revisions to other provisions of the Credit Agreement. Giving effect to the Second Amendment, outstanding borrowings under the Revolving Credit Facility would accrue interest at floating rates plus an applicable margin ranging from 1.12% to 1.50% for SOFR loans and 0.125% to 0.50% for base rate loans, and letter of credit fees range from 1.125% to 1.50%, in each case based on the average availability under the Revolving Credit Facility.

The Revolving Credit Facility may be increased by up to an additional $150.0 million, subject to certain conditions, including obtaining commitments from one or more Lenders (the "Accordion"). Pursuant to the First Amendment, we obtained commitments from the Lenders that would allow us at our election (subject only to satisfaction of certain customary conditions such as the absence of any Event of Default), to increase the amount of the Revolving Credit Facility by an aggregate principal amount up to $50.0 million within the Accordion (the "Committed Increase"). The entire amount of the Revolving Credit Facility is available for the issuance of letters of credit and allows for swingline loans.

The Credit Agreement contains customary covenants that limit, absent lender approval, the ability of the Company and certain of its affiliates to, among other things, pay cash dividends, incur debt, create liens and encumbrances, redeem or repurchase stock, enter into certain acquisition transactions with affiliates, merge, dissolve, repay certain indebtedness, change the nature of our business, enter sale or leaseback transactions, make investments or dispose of assets. In some cases, these restrictions are subject to certain negotiated exceptions or permit us to undertake otherwise restricted activities if it satisfies certain conditions. In addition, we will be required to maintain availability of not less than (i) 12.5% of the lesser of (x) aggregate commitments under the Revolving Credit Facility and (y) the borrowing base (the "loan cap") during the period that inventory appraisals have not been delivered as described above and (ii) at all other times 10% of the loan cap.

If there exists an event of default or availability under the Revolving Credit Facility is less than 15% of the loan cap, amounts in any of the Loan Parties' or subsidiary guarantors' designated deposit accounts will be transferred daily into a blocked account held by the Agent and applied to reduce outstanding amounts under the Revolving Credit Facility (the "Cash Dominion Event"), so long as (i) such event of default has not been waived and/or (ii) until availability has exceeded 15% of the loan cap for sixty (60) consecutive calendar days (provided that such ability to discontinue the Cash Dominion Event shall be limited to two times during the term of the Credit Agreement).

The Credit Agreement contains customary events of default including, among other things, failure to pay obligations when due, initiation of bankruptcy or insolvency proceedings, defaults on certain other indebtedness, change of control, incurrence of certain material judgments that are not stayed, satisfied, bonded or discharged within 30 days, certain ERISA events, invalidity of the credit documents, and violation of affirmative and negative covenants or breach of representations and warranties set forth in the Credit Agreement. Amounts under the Revolving Credit Facility may become due upon events of default (subject to any applicable grace or cure periods).

All obligations under the Revolving Credit Facility are guaranteed by 1616 Holdings and secured by substantially all of the assets of the Company and 1616 Holdings.

As of October 28, 2023, we had no borrowings under the Revolving Credit Facility and had approximately $225 million available under the Revolving Credit Facility.

As of October 28, 2023 and October 29, 2022, we were in compliance with the covenants applicable to it under the Credit Agreement.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions. Predicting future events is inherently an imprecise activity and, as such, requires the use of judgment. Actual results may vary from estimates in amounts that may be material to the financial statements. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact our consolidated financial statements. Our critical accounting policies and estimates are discussed in the Annual Report.

Contractual Obligations

Except as set forth below, there have been no material changes to our contractual obligations as disclosed in the Annual Report, other than those which occur in the ordinary course of business.

From January 29, 2023 February 4, 2024 to October 28, 2023 May 4, 2024, we have entered into 221 66 new fully executed retail leases with average terms of approximately 10 years and other lease modifications that have future minimum lease payments of approximately $397.6 million $139.2 million.

Off-Balance Sheet Arrangements

For the thirteen weeks ended October 28, 2023 May 4, 2024, we were not party to any material off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, net sales, expenses, results of operations, liquidity, capital expenditures or capital resources.

Recently Issued Accounting Pronouncements

See "Note 1 - Summary of Significant Accounting Policies" to the unaudited consolidated financial statements included in "Part I. Financial Information, Item 1. Consolidated Financial Statements" of this Form 10-Q, for a detailed description of recently issued accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our principal market risk relates to interest rate sensitivity, which is the risk that future changes in interest rates will reduce our net income or net assets. We have investment securities that are interest-bearing securities and if there are changes in interest rates, those changes would affect the interest income we earn on these investments and, therefore, impact our cash flows and results of operations. However, due to the short term nature of our investment portfolio, we do not believe an immediate 100 basis point increase or decrease in interest rates would have a material effect on the fair market value of our portfolio, and accordingly we do not expect our operating results or cash flows to be materially affected by a sudden change in market interest rates.

We also have a Revolving Credit Facility which includes a revolving line of credit, which bears interest at a variable rate. Because our Revolving Credit Facility bears interest at a variable rate, we will be exposed to market risks relating to changes in interest rates, which could materially impact our consolidated statements of operations should we have any material borrowings under our Revolving Credit Facility.

As of October 28, 2023 May 4, 2024, we had approximately $225 million available on the line of credit. The Credit Agreement provides that the interest rate payable on borrowings shall be, at the Company's option, a per annum rate equal to (a) a base rate plus an applicable margin ranging from 0.125% to 0.50% or (b) SOFR plus a margin ranging from 1.12% to 1.50%. Letter of credit fees range from 1.125% to 1.50%. We do not use derivative financial instruments for speculative or trading purposes, but this does not preclude our adoption of specific hedging strategies in the future.

Impact of Inflation

Our results of operations and financial condition are presented based on historical cost. While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we believe the effects of inflation, if any, on our historical results of operations and financial condition have been immaterial. We seek to minimize the impact of increasing prices and general inflation in a variety of ways, including, with respect to our merchandise, by sourcing from different vendors and changing our product mix. However, we cannot assure that our results of operations and financial condition will not be materially impacted by inflation in the future.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures, as defined in Rule 13(a)-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"), as of the end of the period covered by this Quarterly Report on Form 10-Q pursuant to Rule 13a-15(b) of the Exchange Act. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q are effective at a reasonable assurance level in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner and (2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent or detect all errors and all fraud. While our disclosure controls and procedures are designed to provide reasonable assurance of their effectiveness, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

Changes in Internal Control Over Financial Reporting

There were no changes to our internal control over financial reporting during the thirteen weeks ended October 28, 2023 May 4, 2024, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject to various proceedings, lawsuits, disputes, and claims arising in the ordinary course of our business. Many of these actions raise complex factual and legal issues and are subject to uncertainties. Actions filed against us from time to time include commercial, intellectual property, customer, and employment actions, including class action lawsuits. The plaintiffs in some actions seek unspecified damages or injunctive relief, or both. Actions are in various procedural stages, and some are covered in part by insurance. We cannot predict with assurance the outcome of actions brought against us. Accordingly, adverse developments, settlements, or resolutions may occur and negatively impact income in the quarter of such development, settlement or resolution. If a potential loss arising from these lawsuits, claims and pending actions is probable and reasonably estimable, we record the estimated liability based on circumstances and assumptions existing at the time. Although the outcome of these and other claims cannot be predicted with certainty, management does not believe that the ultimate resolution of these matters will have a material adverse effect on our financial condition or results of operations.

ITEM 1A. RISK FACTORS

Risk factors that affect our business and financial results are discussed in Part I, Item 1A "Risk Factors" in our Annual Report. There have been no material changes in our risk factors from those previously disclosed in our Annual Report. The risks described in our Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results. If any of the risks actually occur, our business, financial condition, and/or results of operations could be negatively affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table below sets forth the information with respect to repurchases of our common stock for the thirteen weeks ended October 28, 2023 May 4, 2024:

Period	Total Number of Shares Purchased		Average Price Paid Per Share	Total Number of Shares Purchased As Part of a Publicly Announced Program(1)		Maximum Dollar Value of Shares that May Yet be Purchased Under the Program
Second Quarter 2023	—	$	—	—	$	100,000,000
July 30, 2023 - August 26, 2023	—	$	—	—	$	100,000,000
August 27, 2023 - September 30, 2023	504,369	$	158.63	504,369	$	19,990,693
October 1, 2023 - October 28, 2023	—	$	—	—	$	19,990,693
Third Quarter 2023	**504,369**	**$**	**158.63**	**504,369**	**$**	**19,990,693**

Period	Total Number of Shares Purchased		Average Price Paid Per Share	Total Number of Shares Purchased As Part of a Publicly Announced Program(1)		Maximum Dollar Value of Shares that May Yet be Purchased Under the Program
Fourth Quarter 2023	—	$	—	—	$	100,000,000
February 4, 2024 - March 2, 2024	—	$	—	—	$	100,000,000
March 3, 2024 - April 6, 2024	151,433	$	165.11	151,433	$	74,997,442
April 7, 2024 - May 4, 2024	30,894	$	161.86	30,894	$	69,996,967
First Quarter 2024	**182,327**	**$**	**164.56**	**182,327**	**$**	**69,996,967**

(1) On June 14, 2022, our Board of Directors approved a new share repurchase program for up to $100 million of our common stock through June 30, 2025. On November 27, 2023, our Board of Directors retired the current share repurchase program and approved a new share repurchase program for up to $100 million of our common stock through November 27, 2026. During the thirteen weeks ended May 4, 2024, we repurchased 182,327 shares at an aggregate cost of approximately $30.0 million, or average price of $164.56 per share. This repurchase program does not include a specific timetable or price targets and may be suspended or terminated at any time. Shares may be repurchased through open market or privately negotiated transactions at the discretion of management based on its evaluation of market conditions and other factors.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Plans - Directors and Section 16 Officers

During the thirteen weeks ended October 28, 2023 May 4, 2024, none of the Company's directors or Section 16 officers adopted or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act or any "non-Rule 10b5-1 trading arrangement."

ITEM 6. EXHIBITS

(a) Exhibits

No.	Description
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	The following financial information from this Quarterly Report on Form 10-Q for the fiscal quarter ended October 28, 2023 May 4, 2024, formatted in XBRL (Extensible Business Reporting Language) and furnished electronically herewith: (i) the Unaudited Consolidated Balance Sheets as of October 28, 2023 May 4, 2024, January 28, 2023 February 3, 2024 and October 29, 2022 April 29, 2023; (ii) the Unaudited Consolidated Statements of Operations for the Thirteen and Thirty-Nine Weeks Ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023; (iii) the Unaudited Consolidated Statements of Shareholders' Equity for the Thirteen and Thirty-Nine Weeks Ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023; (iv) the Unaudited Consolidated Statements of Cash Flows for the Thirty-Nine Thirteen Weeks Ended October 28, 2023 May 4, 2024 and October 29, 2022 April 29, 2023 and (v) the Notes to Unaudited Consolidated Financial Statements, tagged in detail.
104*	Coverage Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

† Management contract or compensatory plan or arrangement.

* Pursuant to applicable securities laws and regulations, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Exchange Act of 1934, as amended, and otherwise is not subject to liability under those sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIVE BELOW, INC.

Date: November 30, 2023 June 6, 2024

/s/ Joel D. Anderson
Joel D. Anderson
President and Chief Executive Officer (Principal Executive Officer)

Date: November 30, 2023 June 6, 2024

/s/ Kristy Chipman
Kristy Chipman
Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)

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Exhibit 10.1

NON-EMPLOYEE DIRECTOR COMPENSATION POLICY

FIVE BELOW, INC.
COMPENSATION POLICY FOR NON-EMPLOYEE DIRECTORS
(Effective June 11, 2024)

1. ANNUAL CASH AND STOCK COMPENSATION

• *Eligible Directors:* Each member of the Company's Board of Directors (the "Board") who is not an employee of the Company (a "Non-Employee Director").

• *Annual Cash Retainer.* Each eligible director shall receive $90,000 annually paid in arrears for each fiscal quarter. Such quarterly amount shall be appropriately prorated for partial service in any fiscal quarter.

◦ **Additional Annual Retainers for Chairs of Committees who are Eligible Directors:** $35,000 annually for the Audit Committee, $30,000 annually for the Compensation Committee and $25,000 annually for the Nominating and Corporate Governance Committee, in each case paid quarterly in arrears together with the annual retainer for all eligible directors. Such quarterly amounts shall be appropriately prorated for partial service of an eligible director in any fiscal quarter.

◦ **Additional Annual Retainer for the Non-Executive Chairman of the Board:** $80,000 annually for the non-executive Chairman of the Board, if any, paid quarterly in arrears together with the annual retainer for all eligible directors. Such quarterly amount, if any, shall be appropriately prorated for partial service in any fiscal quarter.

◦ **Stock in lieu of Retainers:** Prior to the end of the fiscal quarter with respect to which such cash retainer relates, an eligible director may elect, in lieu of the cash retainer, to receive fully vested shares of the Company's common stock ("Shares") having a Fair Market Value (as such term is defined under the Five Below, Inc. Amended and Restated Equity Incentive Plan (the "Plan")) equal to the amount of the foregone retainer for such period. Any such elected Shares will be delivered on or about the last day of the fiscal quarter with respect to which the foregone cash retainer relates. Any fractional Shares will be paid in cash.

• *Annual Equity Award.* At each annual meeting of shareholders of the Company, each eligible director will receive a restricted stock unit award having a Fair Market Value equal to $175,000.

• *Initial Annual Equity Award.* If an eligible director joins the Board at least 90 days prior to the scheduled date of the Company's next annual meeting of shareholders or, if such meeting has not been scheduled at such time, the anniversary date of the Company's last annual meeting of shareholders (as applicable, the "Meeting Date"), such eligible director will receive an initial grant of restricted stock units having a Fair Market Value equal to $175,000, appropriately prorated based on the number of days from such director's commencement of service as a director until the Meeting Date over 365.

• *Additional Equity Award for the Non-Executive Chairman of the Board*.At the time that the Annual Awards are made, the non-executive Chairman of the Board, if any, will receive an additional restricted stock unit award having a Fair Market Value equal to $150,000.

• *Initial Additional Equity Award for the Non-Executive Chairman of the Board.* If a person becomes the non-executive Chairman of the Board at least 90 days prior to the Meeting Date, such non-executive Chairman of the Board will receive an initial grant of restricted stock units having a Fair Market Value equal to $150,000, appropriately prorated based on the number of days from such person's commencement of service as the non-executive Chairman of the Board until the Meeting Date over 365.

Each equity award shall be issued under the Plan and subject to an award agreement (an "Award Agreement"). Subject to such director's continued service with the Company, any such award shall vest in full at the next annual meeting of shareholders. Such vesting may be accelerated upon certain events as provided in an Award Agreement.

2. EXPENSE REIMBURSEMENT - Each Non-Employee Director will be reimbursed for reasonable out-of-pocket travel expenses incurred in connection with attendance at Board and committee meetings and other Board related activities in accordance with the Company's plans or policies as in effect from time to time.[1]

3. AMENDMENT AND TERMINATION - This Policy may be amended or terminated by the Board at any time.

1To the extent that any such reimbursements constitute compensation, (i) such amount shall be reimbursed no later than December 31 of the year following the year in which the expense was incurred, (ii) such amount shall not affect the amount of compensatory expense reimbursements in any subsequent year, and (iii) the right to such reimbursement shall not be subject to liquidation or exchange for any other benefit.

Exhibit 10.2

FIVE BELOW, INC.

DODD-FRANK CLAWBACK POLICY

The Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Five Below, Inc., a Pennsylvania corporation (the “Company”) has adopted the following Dodd-Frank Clawback Policy (this “Policy”) on September 19, 2023, effective as of October 2, 2023 (the “Effective Date”).

1. **Purpose**. The purpose of this Policy is to provide for the recoupment of certain incentive compensation pursuant to Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, in the manner required by Section 10D of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Rule 10D-1 promulgated thereunder, and the Applicable Listing Standards (as defined below) (collectively, the “Dodd-Frank Rules”).

2. **Administration**. This Policy shall be administered by the Compensation Committee. Any determinations made by the Compensation Committee shall be final and binding on all affected individuals.

3. **Definitions**. For purposes of this Policy, the following capitalized terms shall have the meanings set forth below.

(a) “***Accounting Restatement***” shall mean an accounting restatement of the Company’s financial statements due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement (i) to correct an error in previously issued financial statements that is material to the previously issued financial statements (*i.e.,* a “Big R” restatement), or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (*i.e.,* a “little r” restatement).

(b) “***Affiliate***” shall mean each entity that directly or indirectly controls, is controlled by, or is under common control with the Company.

(c) “***Applicable Exchange”*** shall mean (i) The Nasdaq Stock Market, if the Company’s securities are listed on such national stock exchange, or (ii) the New York Stock Exchange, if the Company’s securities are listed on such national stock exchange.

(d) “***Applicable Listing Standards***” shall mean (i) Nasdaq Listing Rule 5608, if the Company’s securities are listed on The Nasdaq Stock Market, or (ii) Section 303A.14 of the New York Stock Exchange Listed Company Manual, if the Company’s securities are listed on the New York Stock Exchange.

(e) “***Clawback Eligible Incentive Compensation***” shall mean Incentive-Based Compensation Received by a Covered Executive (i) on or after the Effective Date, (ii) after beginning service as a Covered Executive, (iii) if such individual served as a Covered Executive at any time during the performance period for such Incentive-Based Compensation (irrespective of whether such individual continued to serve as a Covered Executive upon or following the Restatement Trigger Date), (iv) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (v) during the applicable Clawback Period. For the avoidance of doubt, Incentive-Based Compensation Received by a Covered Executive on or after the Effective Date could, by the terms of this Policy, include amounts approved, awarded, or granted prior to such date.

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(f) "***Clawback Period***" shall mean, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Trigger Date and any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years (except that a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of at least nine months shall count as a completed fiscal year).

(g) "***Company Group***" shall mean the Company and its Affiliates.

(h) "***Covered Executive***" shall mean any "executive officer" of the Company as defined under the Dodd-Frank Rules, and, for the avoidance of doubt, includes each individual identified as an executive officer of the Company in accordance with Item 401(b) of Regulation S-K under the Exchange Act.

(i) "***Erroneously Awarded Compensation***" shall mean the amount of Clawback Eligible Incentive Compensation that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid. With respect to any compensation plan or program that takes into account Incentive-Based Compensation, the amount contributed to a notional account that exceeds the amount that otherwise would have been contributed had it been determined based on the restated amount, computed without regard to any taxes paid, shall be considered Erroneously Awarded Compensation, along with earnings accrued on that notional amount.

(j) "***Financial Reporting Measures***" shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and all other measures that are derived wholly or in part from such measures. Stock price and total shareholder return (and any measures that are derived wholly or in part from stock price or total shareholder return) shall for purposes of this Policy be considered Financial Reporting Measures. For the avoidance of doubt, a measure need not be presented in the Company's financial statements or included in a filing with the U.S. Securities and Exchange Commission (the "SEC") in order to be considered a Financial Reporting Measure.

(k) "***Incentive-Based Compensation***" shall mean any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(l) "***Received***" shall mean the deemed receipt of Incentive-Based Compensation. Incentive-Based Compensation shall be deemed received for this purpose in the Company's fiscal period during which the Financial Reporting Measure specified in the applicable Incentive-Based Compensation award is attained, even if payment or grant of the Incentive-Based Compensation occurs after the end of that period.

(m) "***Restatement Trigger Date***" shall mean the earlier to occur of (i) the date the Board, a committee of the Board, or the officer(s) of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

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4. **Recoupment of Erroneously Awarded Compensation**. Upon the occurrence of a Restatement Trigger Date, the Company shall recoup Erroneously Awarded Compensation reasonably promptly, in the manner described below. For the avoidance of doubt, the Company's obligation to recover Erroneously Awarded Compensation under this Policy is not dependent on if or when restated financial statements are filed following the Restatement Trigger Date.

(a) ***Process.*** The Compensation Committee shall use the following process for recoupment:

(i) First, the Compensation Committee will determine the amount of any Erroneously Awarded Compensation for each Covered Executive in connection with such Accounting Restatement. For Incentive-Based Compensation based on (or derived from) stock price or total shareholder return where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, the amount shall be determined by the Compensation Committee based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received (in which case, the Company shall maintain documentation of such determination of that reasonable estimate and provide such documentation to the Applicable Exchange).

(ii) Second, the Compensation Committee will provide each affected Covered Executive with a written notice stating the amount of the Erroneously Awarded Compensation, a demand for recoupment, and the means of recoupment that the Company will accept.

(b) ***Means of Recoupment.*** The Compensation Committee shall have discretion to determine the appropriate means of recoupment of Erroneously Awarded Compensation, which may include without limitation: (i) recoupment of cash or shares of Company stock, (ii) forfeiture of unvested cash or equity awards (including those subject to service-based and/or performance-based vesting conditions), (iii) cancellation of outstanding vested cash or equity awards (including those for which service-based and/or performance-based vesting conditions have been satisfied), (iv) to the extent consistent with Section 409A of the Internal Revenue Code of 1986, as amended ("Section 409A"), offset of other amounts owed to the Covered Executive or forfeiture of deferred compensation, (v) reduction of future compensation, and (vi) any other remedial or recovery action permitted by law. Notwithstanding the foregoing, the Company Group makes no guarantee as to the treatment of such amounts under Section 409A, and shall have no liability with respect thereto. For the avoidance of doubt, appropriate means of recoupment pursuant to this Section 4(b) may include amounts approved, awarded, or granted prior to the Effective Date. Except as set forth in Section 4(d) below, in no event may the Company Group accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction of a Covered Executive's obligations hereunder.

(c) ***Failure to Repay.*** To the extent that a Covered Executive fails to repay all Erroneously Awarded Compensation to the Company Group when due (as determined in accordance with Section 4(a) above), the Company shall, or shall cause one or more other members of the Company Group to, take all actions reasonable and appropriate to recoup such Erroneously Awarded Compensation from the applicable Covered Executive. The applicable Covered Executive shall be required to reimburse the Company Group for any and all expenses reasonably incurred (including legal fees) by the Company Group in recouping such Erroneously Awarded Compensation.

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(d) ***Exceptions.*** Notwithstanding anything herein to the contrary, the Company shall not be required to recoup Erroneously Awarded Compensation if one of the following conditions is met and the Compensation Committee determines that recoupment would be impracticable:

(i) The direct expense paid to a third party to assist in enforcing this Policy against a Covered Executive would exceed the amount to be recouped, after the Company has made a reasonable attempt to recoup the applicable Erroneously Awarded Compensation, documented such attempts, and provided such documentation to the Applicable Exchange;

(ii) Recoupment would violate home country law where that law was adopted prior to November 28, 2022, provided that, before determining that it would be impracticable to recoup any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to the Applicable Exchange, that recoupment would result in such a violation and a copy of the opinion is provided to the Applicable Exchange; or

(iii) Recoupment would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

5. Reporting and Disclosure. The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the Dodd-Frank Rules.

6. Indemnification Prohibition. No member of the Company Group shall be permitted to indemnify any current or former Covered Executive against (i) the loss of any Erroneously Awarded Compensation that is recouped pursuant to the terms of this Policy, or (ii) any claims relating to the Company Group's enforcement of its rights under this Policy. The Company may not pay or reimburse any Covered Executive for the cost of third-party insurance purchased by a Covered Executive to fund potential recoupment obligations under this Policy.

7. Acknowledgment. If required by the Compensation Committee, a Covered Executive may be required to sign and return to the Company an acknowledgement form pursuant to which such Covered Executive will agree to be bound by the terms of, and comply with, this Policy. However, for the avoidance of doubt, each Covered Executive will be fully bound by, and must comply with, the Policy, whether or not such Covered Executive has executed and returned an acknowledgment form to the Company.

8. Interpretation. The Compensation Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. The Compensation Committee intends that this Policy be interpreted consistent with the Dodd-Frank Rules.

9. Amendment; **Termination**. The Compensation Committee may amend or terminate this Policy from time to time in its discretion, including as and when it determines that it is legally required to do so by any federal securities laws, SEC rule or the rules of any national securities exchange or national securities association on which the Company's securities are listed.

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10. Other Recoupment Rights. The Compensation Committee intends that this Policy be applied to the fullest extent of the law. The Compensation Committee may require that any employment agreement, equity award, cash incentive award, or any other agreement entered into be conditioned upon the Covered Executive's agreement to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company Group, whether arising under applicable law, regulation or rule, pursuant to the terms of any other policy of the Company Group (including, without limitation, the Five Below, Inc. Clawback Policy and the Amended and Restated Five Below, Inc. Clawback Policy), pursuant to any employment agreement, equity or compensatory plan, equity award, cash incentive award, or other agreement applicable to a Covered Executive, or otherwise (the "Separate Clawback Rights"). There shall be no duplication of recovery of the same Erroneously Awarded Compensation under this Policy and the Separate Clawback Rights, unless required by applicable law.

11. **Successors**. This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Exhibit 10.3

AMENDED AND RESTATED
FIVE BELOW, INC. CLAWBACK POLICY

The Five Below, Inc. Clawback Policy (the "Original Policy") was first adopted by the Compensation Committee (the "Committee") of the Board of Directors of Five Below, Inc. (the "Company"), effective March 10, 2020. The Original Policy is hereby amended and restated by this document (the "Restated Policy"), effective October 2, 2023.

1. In the event that:

a. the Company is required to restate previously-issued financial statements to correct one or more material errors (a “Restatement”), the Committee may, in its sole discretion, seek to recover Erroneously Awarded Compensation from Covered Individuals (a “Restatement Clawback”);

b. in the Committee’s determination, the calculations with respect to any performance-based metric applicable to a Covered Individual’s Incentive Compensation are deemed to be materially inaccurate, the Committee may, in its sole discretion, seek to recover Erroneously Awarded Compensation from such Covered Individual (a “Miscalculation Clawback”); or

c. in the Committee’s determination, a Covered Individual has engaged (i) in willful misconduct in connection with the Covered Individual’s performance of duties for the Company, (ii) gross negligence (including a failure to supervise) in connection with the Covered Individual’s performance of duties for the Company which has resulted in material financial or reputational harm to the Company or its Affiliates, or (iii) has engaged in an act of fraud, misappropriation or embezzlement, whether or not such act is in connection with the Covered Individual’s performance of duties for the Company, the Committee may, in its sole discretion, seek to recover Erroneously Awarded Compensation from such Covered Individual (a “Bad Acts Clawback”).

2. The method of recovery of Erroneously Awarded Compensation will be determined by the Committee and may include (without limitation): (a) recoupment of cash or shares of Company stock; (b) forfeiture of unvested awards; (c) cancellation of outstanding vested awards; (d) to the extent consistent with Section 409A of the Internal Revenue Code of 1986, as amended (“Section 409A”), offset of other amounts owed to the Covered Individual; (e) reduction of future compensation; and (f) any other remedial or recovery action permitted by law. Notwithstanding the foregoing, the Company makes no guarantee regarding the treatment of any amount under Section 409A and will have no liability with respect thereto.

3. If a Covered Individual fails to repay any Erroneously Awarded Compensation promptly following receipt of a written demand from the Committee, then in addition to the Erroneously Awarded Compensation, the Committee may require the Covered Individual to reimburse the Company for any expenses the Company reasonably incurs (including legal fees) in recouping such Erroneously Awarded Compensation.

4. If the Erroneously Awarded Compensation includes shares of Company stock (or derivatives thereof), the Committee may seek to require that the Covered Individual repay to the Company any dividends or dividend equivalents paid with respect to those securities, and any profits realized, directly or indirectly, from the sale or other disposition of those securities.

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5. The Company will not indemnify any Covered Individual against (i) the loss of Erroneously Awarded Compensation, or (ii) any claims relating to the Company’s enforcement of its rights under this Restated Policy. Similarly, the Company will not pay or reimburse any Covered Individual for the cost of third-party insurance purchased by a Covered Individual to fund potential recoupment obligations under this Restated Policy.

6. The Committee has the exclusive power and authority to administer this Restated Policy, including, without limitation, the right and power to interpret this Restated Policy and to make all determinations deemed necessary or advisable for the administration of this Restated Policy. All such actions, interpretations and determinations taken or made by the Committee will be final, conclusive and binding, and any such actions, interpretations and determinations need not be uniform with respect to all Covered Individuals. The Company’s right of recoupment under this Restated Policy is in addition to any right or remedy otherwise available to the Company, including (without limitation) disciplinary action up to and including termination of employment and the initiation of civil or criminal proceedings; provided that unless required by law, there shall be no duplication of recovery under this Restated Policy and any other policy, plan, agreement, law, rule, regulation or right (including, without limitation, Section 304 of the Sarbanes-Oxley Act of 2002 or the Company’s Dodd-Frank Clawback Policy).

7. If required by the Committee, a Covered Individual may be required to sign and return to the Company an acknowledgement form pursuant to which such Covered Individual will agree to be bound by the terms of, and comply with, this Restated Policy. However, for the avoidance of doubt, each Covered Individual will be fully bound by, and must comply with, this Restated Policy, whether or not such Covered Individual has executed and returned an acknowledgment form to the Company.

8. This Restated Policy shall be binding and enforceable against all Covered Individuals and their respective beneficiaries, heirs, executors, administrators or other legal representatives.

9. The Committee may amend or terminate this Restated Policy at any time, in its discretion.

10. For purposes of this Restated Policy:

a. “Affiliate” means each entity that directly or indirectly controls, is controlled by, or is under common control with the Company.

b. “Applicable Period” means (i) as to a Restatement Clawback, the three completed fiscal years immediately preceding the fiscal year in which the Restatement is required, (ii) as to a Miscalculation Clawback, the three completed fiscal years immediately preceding the fiscal year in which the Committee determines that the Miscalculation Clawback is triggered, and (iii) as to a Bad Acts Clawback, the fiscal year in which the Committee determines that the Bad Acts Clawback is triggered and the three immediately preceding fiscal years. The Applicable Period will include any transition period resulting from a change in the Company’s fiscal year, if that transition period occurs within or immediately following those three completed years; provided that a transition period of nine to 12 months will be deemed a completed fiscal year.

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c. “Covered Individual” means (i) as to a Restatement Clawback or Miscalculation Clawback, each individual who was employed by the Company or an Affiliate at any time during the performance period applicable to the Incentive Compensation, and who at any time during such performance period had the title of “Vice President” or any more senior title, whether or not he or she is still employed by the Company or an Affiliate, and (ii) as to a Bad Acts Clawback, each individual employed by the Company or an Affiliate with the title of “Vice President” or any more senior title at any time during the Applicable Period, whether or not he or she is still employed by the Company or an Affiliate.

d. “Erroneously Awarded Compensation” means, with respect to any Covered Individual, (x) in the event of a Restatement Clawback, the excess of (i) the Covered Individual’s actual Incentive Compensation over (ii) the Incentive Compensation the Covered Individual otherwise would have earned, became vested in or been granted during the Applicable Period if the Company’s financial statements had reflected the Restatement, (y) in the event of a Miscalculation Clawback, the excess of (i) the Covered Individual’s actual Incentive Compensation over (ii) the Incentive Compensation the Covered Individual otherwise would have earned, became vested in or been granted during the Applicable Period if calculations with respect to the relevant performance-based metric had been accurate, and (z) with respect to a Bad Acts Clawback, all annual cash bonuses, long-term performance cash awards and equity awards granted, earned or vested during the Applicable Period. Erroneously Awarded Compensation will be computed without regard to taxes paid.

e. “Incentive Compensation” means any compensation that is granted, earned or vested based wholly or in part based upon the attainment, during the Applicable Period, of (x) for the purposes of a Restatement Clawback, any financial reporting measure, or (y) for the purposes of a Miscalculation Clawback, any performance-based metric.

CERTIFICATION **Exhibit 31.1**

I, Joel D. Anderson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Five Below, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Joel D. Anderson

Name: Joel D. Anderson

Title: President and Chief Executive Officer

Dated: November 30, 2023 June 6, 2024

CERTIFICATION **Exhibit 31.2**

I, Kristy Chipman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Five Below, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Kristy Chipman

Name: Kristy Chipman

Title: Chief Financial Officer and Treasurer

Dated: November 30, 2023 June 6, 2024

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Five Below, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended October 28, 2023 May 4, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joel D. Anderson, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Joel D. Anderson

Joel D. Anderson

President and Chief Executive Officer

Date: November 30, 2023 June 6, 2024

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Five Below, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended October 28, 2023 May 4, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kristy Chipman, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kristy Chipman

Kristy Chipman

Chief Financial Officer and Treasurer

Date: November 30, 2023 June 6, 2024

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