

WELCH SCOTT
Form 4
June 06, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WELCH SCOTT

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O FIVE9, INC. BISHOP RANCH
8, 4000, EXECUTIVE PARKWAY,
SUITE 400**

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Cloud Operations

(Street)
SAN RAMON,, CA 94583

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	06/04/2018		S	D	6,852 (1)	\$ 36.56 (2)	109,758	D
Common Stock	06/04/2018		M	A	3,907	\$ 12.24	113,665	D
Common Stock	06/04/2018		M	A	4,234	\$ 8.13	117,899	D
Common Stock	06/04/2018		M	A	3,094	\$ 16.25	120,993	D
	06/04/2018		S	D			109,758	D

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Common Stock					11,235 (3)	\$ 36.94 (4)		
Common Stock	06/05/2018		M		7,000	A \$ 4.25	116,758	D
Common Stock	06/05/2018		S		7,000 (3)	\$ 37.45 (5)	109,758	D
Common Stock	06/05/2018		S		7,310 (6)	\$ 37.35 (5)	102,448	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.24	06/04/2018		M	3,907	(7) 03/06/2024	Common Stock	3,907	
Employee Stock Option (right to buy)	\$ 8.13	06/04/2018		M	4,234	(8) 03/09/2026	Common Stock	4,234	
Employee Stock Option (right to buy)	\$ 16.25	06/04/2018		M	3,094	(9) 02/23/2027	Common Stock	3,094	

Employee Stock Option (right to buy)	\$ 4.25	06/05/2018	M	7,000	<u>(10)</u>	11/05/2024	Common Stock	7,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELCH SCOTT C/O FIVE9, INC. BISHOP RANCH 8, 4000 EXECUTIVE PARKWAY, SUITE 400 SAN RAMON,, CA 94583			EVP, Cloud Operations	

Signatures

/s/ David Hill,
attorney-in-fact

06/06/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported sales were to cover taxes upon the vesting of restricted stock units.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.28 to \$36.80, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2018.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.83 to \$37.91, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.05 to \$38.12, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.05 to \$37.08, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(7) The option dated March 6, 2014 is fully vested.

(8) The option vests in 48 equal monthly installments beginning on the one month anniversary of February 18, 2016.

(9) The option vests in 48 equal monthly installments beginning on the one month anniversary of February 23, 2017.

(10) The option vests in 48 equal monthly installments beginning on the one month anniversary of November 5, 2014.

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

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