

Passi Gaurav
Form 4
November 30, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Passi Gaurav

(Last) (First) (Middle)

C/O FIVE9, INC., BISHOP RANCH
8,, 4000 EXECUTIVE PARKWAY,
SUITE 400

(Street)

SAN RAMON, CA 94583

(City) (State) (Zip)

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

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

11/28/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, Product Management

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

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)
Common Stock	11/28/2017		M	4,936	A \$ 8.13 106,185	D	
Common Stock	11/28/2017		S	4,936	D \$ 25.01 101,249 (1)	D	
Common Stock	11/28/2017		M	4,524	A \$ 8.13 105,773	D	
Common Stock	11/28/2017		S	4,524	D \$ 24.99 101,249 (2)	D	

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Common Stock	11/28/2017	M	7,839	A	\$ 8.48	109,088	D
Common Stock	11/28/2017	S	7,839	D	\$ <u>24.99</u> (2)	101,249	D
Common Stock	11/28/2017	M	1,145	A	\$ 10.12	102,394	D
Common Stock	11/28/2017	S	1,145	D	\$ <u>24.99</u> (2)	101,249	D
Common Stock	11/28/2017	M	9,773	A	\$ 16.25	111,022	D
Common Stock	11/28/2017	S	9,773	D	\$ <u>24.99</u> (2)	101,249	D
Common Stock	11/28/2017	S	1,181	D	\$ <u>25.01</u> (3)	100,068	D

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

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SEC 1474
(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
Employee Stock Option (right to buy)	\$ 8.13	11/28/2017		M	4,936	<u>(4)</u> 03/09/2026	Common Stock	4,936
	\$ 8.13	11/28/2017		M	4,524	<u>(4)</u> 03/09/2026		4,524

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 8.48	11/28/2017	M	7,839	<u>(5)</u>	10/25/2023	Common Stock	7,839	
Common Stock	\$ 10.12	11/28/2017	M	1,145	<u>(6)</u>	12/18/2023	Common Stock	1,145	
Employee Stock Option (right to buy)	\$ 16.25	11/28/2017	M	9,773	<u>(7)</u>	02/23/2027	Common Stock	9,773	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Passi Gaurav C/O FIVE9, INC., BISHOP RANCH 8, 4000 EXECUTIVE PARKWAY, SUITE 400 SAN RAMON, CA 94583			EVP, Product Management	

Signatures

/s/ David Hill,
attorney-in-fact

11/30/2017

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.05, 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.95 to \$25.05, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.03, 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.

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- (4) The option vests in 48 equal monthly installments beginning on the one month anniversary of March 9, 2016.
- (5) The option granted on October 25, 2013 is now fully vested.
- (6) The option vests in 48 equal monthly installments beginning on the one month anniversary of December 18, 2013.
- (7) Option began vesting in 48 substantially equal monthly installments on the one-month anniversary of February 23, 2017.

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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