SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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1. Name and Addres	1 0	on*	2. Issuer Name and Ticker or Trading Symbol Five9, Inc. [FIVN]		tionship of Reporting Per all applicable) Director	son(s) to Issuer 10% Owner	
(Last) C/O FIVE9, INC EXECUTIVE PA		, i i i i i i i i i i i i i i i i i i i	, 4000 05/22/2017 EVP, Cloud			Other (specify below) perations	
(Street) SAN RAMON, (City)	CA (State)	94583 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting Person	

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

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	05/22/2017		М		24,194	A	\$4.25	174,913	D		
Common Stock	05/22/2017		М		21,171	A	\$8.13	196,084	D		
Common Stock	05/22/2017		S		45,365 ⁽¹⁾	D	\$21.61 ⁽²⁾	150,719	D		
Common Stock	05/23/2017		М		306	A	\$4.25	151,025	D		
Common Stock	05/23/2017		S		306(1)	D	\$21.86	150,719	D		

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. Transa Code (8)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$4.25	05/22/2017		М			24,194	(3)	11/05/2024	Common Stock	24,194	\$0	31,806	D	
Employee Stock Option (right to buy)	\$8.13	05/22/2017		М			21,171	(4)	03/09/2026	Common Stock	21,171	\$0	46,579	D	
Employee Stock Option (right to buy)	\$4.25	05/23/2017		М			306	(3)	11/05/2024	Common Stock	306	\$0	31,500	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2017.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.37 to \$21.85, 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 option vests in 48 equal monthly installments beginning on the one month anniversary of November 5, 2014.

4. The option vests in 48 equal monthly installments beginning on the one month anniversary of March 9, 2016.

Remarks:

/s/ David Hill, attorney-in-fact

** Signature of Reporting Person Date

<u>ot</u> <u>05/23/2017</u>

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

 * 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.