

WELCH SCOTT  
Form 4  
February 26, 2019

**FORM 4**

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

OMB APPROVAL

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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

(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)

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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/22/2019**

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

**SAN RAMON,, CA 94583**

(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 Ownership (Instr. 4) |        |   |          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|----------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |        |   |          |
| Common Stock                    | 02/22/2019                           |  | A                              |   | 23,469  | A  | \$ 0                                       | 86,268 | D |          |
| Common Stock                    | 02/25/2019                           |  | M                              |   | 1,031   | A  | \$ 16.25                                   | 87,299 | D |          |
| Common Stock                    | 02/25/2019                           |  | S                              |   | 1,031   | D  | \$ 53.3                                    | 86,268 | D |          |
| Common Stock                    |                                      |  |                                |   |   |  |  | 11,325 | I | by Trust |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option (right to buy)       | \$ 53  | 02/22/2019                           |  | A                              | 16,990  | <u>(3)</u> 02/22/2029                                    | Common Stock  | 16,990                     |
| Employee Stock Option (right to buy)       | \$ 16.25   | 02/25/2019                           |  | M                              | 1,031   | <u>(4)</u> 02/23/2027                                    | Common Stock  | 1,031                      |

## Reporting Owners

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

## Signatures

/s/ David Hill,  
attorney-in-fact

02/26/2019

\*\*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 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.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.95 to \$53.71, 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)
  - (3) The option vests in 48 equal monthly installments beginning on the one month anniversary of February 22, 2019.
  - (4) The option vests in 48 equal monthly installments beginning 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.