SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSIO	ЭN
Mashinster D.O. 00540	

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT O	- CHANGES	IN BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		rson [*]	2. Issuer Name and Ticker or Trading Symbol <u>Five9, Inc.</u> [FIVN]		ationship of Reporting Pe (all applicable) Director	10% Owner		
(Last) C/O FIVE9, IN	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/04/2024	X	Officer (give title below) EVP, Product Er	Other (specify below) ngineering		
3001 BISHOP DR., STE. #350			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applic Line)				
(Street) SAN RAMON	СА	94583		X	Form filed by One Re Form filed by More the Person			
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	*				
			X Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	03/04/2024		S		1,300 ⁽¹⁾⁽²⁾	D	\$55.26 ⁽³⁾	107,319	D	
Common Stock	03/04/2024		S		2,014(1)(2)	D	\$60.36(4)	105,305	D	
Common Stock	03/04/2024		S		5,680(2)	D	\$58.45 ⁽⁵⁾	99,625	D	
Common Stock	03/04/2024		A		3,699(6)	A	\$0	103,324	D	
Common Stock	03/05/2024		S		1,427(7)	D	\$59.22	101,897	D	
Common Stock	03/05/2024		S		871(1)	D	\$59.09 ⁽⁸⁾	101,026	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)		of		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date (Month/Day/Year)		Expiration Date (Month/Day/Year)		Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares								

Explanation of Responses:

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

2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2022.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.27 to \$60.26, 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.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.29 to \$60.40, 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 \$60.40 to \$61.11 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. Settlement of non-derivative performance-based RSUs

7. The reported sales were to cover taxes upon the vesting of performance-based RSUs.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.02 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.

Remarks:

/s/ David Hill, Attorney in

Fact

03/06/2024

** Signature of Reporting Person Date

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.