

Passi Gaurav
Form 4
November 21, 2017

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 *
Passi Gaurav

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

EVP, Product Management

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

(Street)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 11/20/2017 | | M | | 5,859 A \$ 4.25 | 107,908 | D |
| Common Stock | 11/20/2017 | | M | | 3,662 A \$ 8.13 | 111,570 | D |
| Common Stock | 11/20/2017 | | S | | 5,859 D \$ 25 | 105,711 | D |
| Common Stock | 11/20/2017 | | S | | 3,662 D \$ 25 | 102,049 | D |
| Common Stock | 11/21/2017 | | M | | 800 A \$ 8.13 | 102,849 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|--------------|---------|---|
| Common Stock | 11/21/2017 | S | 800 | D | \$ 25 (1) | 102,049 | D |
| Common Stock | 11/21/2017 | S | 800 | D | \$ 25 | 101,249 | 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) | \$ 4.25 | 11/20/2017 | | M | 5,859 | (2) 11/05/2024 | Common Stock | 5,859 |
| Employee Stock Option (right to buy) | \$ 8.13 | 11/20/2017 | | M | 3,662 | (3) 03/09/2026 | Common Stock | 3,662 |
| Employee Stock Option (right to buy) | \$ 8.13 | 11/21/2017 | | M | 800 | (3) 03/09/2026 | Common Stock | 800 |

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

11/21/2017

**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).

- 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 \$25.01, 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.
- (1) 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 option vests in 48 equal monthly installments beginning on the one month anniversary of November 5, 2014.
 - (3) The option vests in 48 equal monthly installments beginning on the one month anniversary of March 9, 2016.

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.