

Burlington Stores, Inc.
Form 4
March 26, 2015

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 *
Sichel Hobart

(Last) (First) (Middle)
2006 ROUTE 130 NORTH
(Street)

BURLINGTON, NJ 08016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Burlington Stores, Inc. [BURL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 03/24/2015 | | M | 3,721 A \$ 0.79 | 47,710 | D | |
| Common Stock | 03/24/2015 | | M | 3,665 A \$ 3.17 | 51,375 | D | |
| Common Stock | 03/24/2015 | | M | 7,334 A \$ 0.79 | 58,709 | D | |
| Common Stock | 03/24/2015 | | S | 14,720 D \$ 60.79 | 43,989 | D | |

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 (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) | \$ 0.79 | 03/24/2015 | | M | 3,721 | <u>(2)</u> 06/09/2021 | Common Stock | 33,056 |
| Employee Stock Option (right to buy) | \$ 3.17 | 03/24/2015 | | M | 3,665 | <u>(3)</u> 05/21/2022 | Common Stock | 9,163 |
| Employee Stock Option (right to buy) | \$ 0.79 | 03/24/2015 | | M | 7,334 | <u>(4)</u> 05/21/2022 | Common Stock | 18,337 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sichel Hobart 2006 ROUTE 130 NORTH BURLINGTON, NJ 08016 | | | Executive Vice President | |

Signatures

/s/ Christopher Schaub as attorney-in-fact for Hobart Sichel 03/26/2015

__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 \$60.765 to \$60.84, inclusive. The reporting person undertakes to provide to Burlington Stores, Inc., any security holder of Burlington Stores, 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 range set forth in footnote (1) to this Form 4.
- (1) The options are currently exercisable as to 60% of the shares and become exercisable as to an additional 20% of the shares on June 9, 2015 and as to the remaining 20% of the shares on June 9, 2016.
 - (2) The options are currently exercisable as to 40% of the shares and become exercisable as to an additional 20% of the shares on May 21, 2015, as to an additional 20% of the shares on May 21, 2016 and as to the remaining 20% of the shares on May 21, 2017.
 - (3) The options are currently exercisable as to 40% of the shares and become exercisable as to an additional 20% of the shares on May 21, 2015, as to an additional 20% of the shares on May 21, 2016 and as to the remaining 20% of the shares on May 21, 2017.
 - (4) The options are currently exercisable as to 40% of the shares and become exercisable as to an additional 20% of the shares on May 21, 2015, as to an additional 20% of the shares on May 21, 2016 and as to the remaining 20% of the shares on May 21, 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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