

Burlington Stores, Inc.  
 Form 4  
 March 26, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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	(A) or (D)	Price
Common Stock	03/24/2015		M		3,721	A	\$ 0.79
					47,710		
Common Stock	03/24/2015		M		3,665	A	\$ 3.17
					51,375		
Common Stock	03/24/2015		M		7,334	A	\$ 0.79
					58,709		
Common Stock	03/24/2015		S		14,720	D	\$ 60.79
							(1)

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

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 control number.

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)	\$ 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.

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.