

BURLINGTON COAT FACTORY WAREHOUSE CORP  
Form 8-K  
February 10, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 9, 2011

**Burlington Coat Factory Investments Holdings, Inc.**

(Exact Name of Registrant As Specified In Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

333-137917  
(Commission  
File Number)

20-4663833  
(IRS Employer  
Identification No.)

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**1830 Route 130 North**

**Burlington, New Jersey 08016**

**(Address of Principal Executive Offices, including Zip Code)**

**(609) 387-7800**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

Subject to market conditions, Burlington Coat Factory Warehouse Corporation (the Company) intends to raise approximately \$1.4 billion of new debt financing, the proceeds of which would be used to repay the Company's existing term loan facility, repurchase or redeem the Company's outstanding 11 1/8% Senior Notes due 2014 and the outstanding 14 1/2% Senior Discount Notes due 2014 of Burlington Coat Factory Investments Holdings, Inc. (Holdings), make a distribution to the Company's equity holders, pay related fees and expenses and for general corporate purposes.

The information contained in this report is being furnished and shall not be deemed to be filed for purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or in the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

*Disclosure Regarding Forward-Looking Statements:*

Some of the statements in this report may constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are not historical facts but rather are based on the Company's current expectations, estimates and projections regarding the Company's business, operations and other factors relating thereto. Words such as may, will, could, would, should, anticipate, predict, potential, continue, expects, intends, plans, projects, believes, estimates and similar expressions are used to identify forward-looking statements. These statements are only predictions and as such are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. For a discussion of these risks, uncertainties and assumptions, any of which could cause our actual results to differ from those contained in the forward-looking statement, see the section of the Company's Transition Report on Form 10-K/T for the period from May 31, 2009 through January 30, 2010, entitled Risk Factors and discussions of potential risks and uncertainties in the Company's subsequent filings with the Securities and Exchange Commission.

**Item 8.01 Other Events.**

On February 9, 2011, the Company and Holdings issued a press release announcing their intention to commence cash tender offers for any and all of the Company's outstanding 11 1/8% Senior Notes due 2014 and Holdings' outstanding 14 1/2% Senior Discount Notes due 2014. A copy of the press release announcing the cash tender offers is attached hereto as Exhibit 99.1 and incorporated by reference herein.

On February 9, 2011, the Company announced its intention to offer \$400.0 million aggregate principal amount of senior unsecured notes in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended. A copy of the press release announcing the senior notes offering is attached hereto as Exhibit 99.2 and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated February 9, 2011.
99.2	Press Release dated February 9, 2011.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BURLINGTON COAT FACTORY INVESTMENTS  
HOLDINGS, INC.**

/s/ Robert L. LaPenta, Jr.  
Robert L. LaPenta, Jr.

Vice President and Treasurer

Date: February 9, 2011

**EXHIBIT INDEX**

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