

Burlington Stores, Inc.
Form 4
January 21, 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 *
BAIN CAPITAL INVESTORS LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
JOHN HANCOCK TOWER, 200
CLARENDON STREET

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2015

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

(Street)
BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/16/2015 | | S | | 11,299,640 | D | \$ 48.75 |
| | | | | | 12,490,154 | I | |

See Footnotes (1) (2) (3) (4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates-G JOHN HANCOCK TOWER, 200 CLARENDON ST. BOSTON, MA 02116 | | X | | |
| BCIP TCV, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Integral Investors, LLC C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Fund IX, LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BAIN CAPITAL FUND IX L P JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Partners IX, L.P. JOHN HANCOCK TOWER 200 CLARENDON ST BOSTON, MA 02116 | | X | | |

Signatures

/s/ Jordan Hitch

01/21/2015

**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).

(1) Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners IX, L.P. ("BCP IX"), which is the sole general partner of Bain Capital Fund IX, L.P. ("Fund IX LP"), which is the sole member of Bain Capital Fund IX, LLC ("Fund IX"). As a result, each of BCI, BCP IX and Fund IX LP may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund IX. Each of BCI, BCP IX and Fund IX LP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On January 16, 2015, Fund IX sold 5,179,401 shares of Common Stock. Following such sale, Fund IX held 5,965,552 shares of Common Stock.

(2) BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Integral. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On January 16, 2015, Integral sold 5,969,145 shares of Common Stock. Following such sale, Integral held 6,373,627 shares of Common Stock.

(3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On January 16, 2015, BCIP TCV sold 148,136 shares of Common Stock. Following such sale, BCIP TCV held 148,020 shares of Common Stock.

(4) BCI is also the managing partner of BCIP Associates-G ("BCIP G" and together with Fund IX, Integral and BCIP TCV, the "Bain Entities"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On January 16, 2015, BCIP G sold 2,958 shares of Common Stock. Following such sale, BCIP G held 2,955 shares of Common Stock.

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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