

Hand Fred
Form 4
December 10, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hand Fred

(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)
12/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Customer Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/06/2018		M ⁽¹⁾	3,287 A	\$ 4.55 67,119	D	
Common Stock	12/06/2018		S ⁽²⁾	500 D	\$ 162.51 66,619 (3)	D	
Common Stock	12/06/2018		S ⁽²⁾	2,170 D	\$ 163.86 64,449 (4)	D	
Common Stock	12/06/2018		S ⁽²⁾	1,301 D	\$ 164.61 63,148 (5)	D	

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Common Stock 12/06/2018 S(2) 100 D \$ 165.29 63,048 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)	\$ 4.55	12/06/2018		M	3,287	<u>(6)</u> 06/17/2023	Common Stock	3,287

Reporting Owners

Reporting Owner Name / Address	Relationships
Hand Fred 2006 ROUTE 130 NORTH BURLINGTON, NJ 08016	Director 10% Owner Officer Other Chief Customer Officer

Signatures

/s/ Christopher Schaub, as attorney-in-fact for Fred Hand 12/10/2018

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)

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The stock option exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2018.

- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$162.09 to \$162.97, 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 this footnote to this Form 4.

- (3)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$163.25 to \$164.23, 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 this footnote to this Form 4.

- (4)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$164.28 to \$165.05, 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 this footnote to this Form 4.

- (5)

- (6) The options are currently exercisable as to 80% of the shares and become exercisable as to the remaining 20% of the shares on April 25, 2019.

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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