

Burlington Stores, Inc.  
Form 4  
June 15, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Metheny Mike

(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)  
06/11/2015

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)

Executive Vice President

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/11/2015		M		1,833	A	\$ 5.02	3,455	D
Common Stock	06/11/2015		M		3,667	A	\$ 0.79	7,122	D
Common Stock	06/11/2015		M		3,668	A	\$ 5.02	10,790	D
Common Stock	06/11/2015		M		7,332	A	\$ 0.79	18,122	D
Common Stock	06/11/2015		M		22,000	A	\$ 4.55	40,122	D

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Common Stock	06/11/2015	S	38,500	D	\$ 49.0349 (1)	1,622	D
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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.02	06/11/2015		M	1,833	<u>(2)</u>	05/10/2021	Common Stock	3,666
Employee Stock Option (right to buy)	\$ 0.79	06/11/2015		M	3,667	<u>(3)</u>	05/10/2021	Common Stock	7,335
Employee Stock Option (right to buy)	\$ 5.02	06/11/2015		M	3,668	<u>(4)</u>	05/22/2022	Common Stock	11,003
Employee Stock Option (right to buy)	\$ 0.79	06/11/2015		M	7,332	<u>(5)</u>	05/22/2022	Common Stock	21,998
Employee Stock Option (right to	\$ 4.55	06/11/2015		M	22,000	<u>(6)</u>	05/22/2023	Common Stock	55,000

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metheny Mike 2006 ROUTE 130 NORTH BURLINGTON, NJ 08016			Executive Vice President	

## Signatures

/s/ Christopher Schaub, as attorney-in-fact for Mike  
Metheny

06/15/2015

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.90 to \$49.07, 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.
- (2) The options are currently exercisable as to 80% of the shares and become exercisable as to the remaining 20% of the shares on May 10, 2016.
- (3) The options are currently exercisable as to 80% of the shares and become exercisable as to the remaining 20% of the shares on May 10, 2016.
- (4) The options are currently exercisable as to 60% of the shares and become exercisable as to an additional 20% of the shares on May 22, 2016 and as to the remaining 20% of the shares on May 22, 2017.
- (5) The options are currently exercisable as to 60% of the shares and become exercisable as to an additional 20% of the shares on May 22, 2016 and as to the remaining 20% of the shares on May 22, 2017.
- (6) The options are currently exercisable as to 40% of the shares and become exercisable as to an additional 20% of the shares on May 22, 2016, as to an additional 20% of the shares on May 22, 2017 and as to the remaining 20% of the shares on May 22, 2018.

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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