

Burlington Stores, Inc.
 Form 4
 May 02, 2014

FORM 4

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

OMB APPROVAL

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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 *
BEKENSTEIN JOSHUA

 (Last) (First) (Middle)
 C/O BAIN CAPITAL INVESTORS, LLC, JOHN HANCOCK TOWER,
 200 CLARENDON STREET

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Street)
 BOSTON, MA 02116

 (City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/30/2014

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

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

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 04/30/2014 | | J ⁽⁵⁾ | 1,153,728 | D \$ 0 | 53,235,156 | I | See Footnotes (1) (2) (3) (4) |
| Common Stock | 04/30/2014 | | G ⁽⁶⁾ | 321,604 | D \$ 0 | 0 | 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)

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BEKENSTEIN JOSHUA C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Josh
Bekenstein 05/02/2014

**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. which is the sole general partner of Bain Capital Fund IX, L.P., which is the sole member Bain Capital Fund IX, LLC ("Fund IX").
 - (2) BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral") and BCIP TCV, LLC ("BCIP TCV").
 - (3) BCI is also the managing partner of BCIP Associates-G ("BCIP G" and together with Fund IX, Integral and BCIP TCV, the "Bain Entities").
- The governance, investment strategy and decision-making process with respect to the investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Joshua Bekenstein is a member of GPEB and a Managing Director of BCI. By virtue of the
- (4) relationships described in these footnotes, Mr. Bekenstein may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Bain Entities. Mr. Bekenstein disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
 - (5) On April 30, 2014, the Bain Entities distributed 1,153,728 shares of Common Stock to one or more members or partners of the Bain Entities, including 321,604 shares of Common Stock to Mr. Bekenstein, in connection with certain charitable gifts made by such members or partners on April 30, 2014.

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(6) Mr. Bekenstein made a charitable gift of all 321,604 shares of Common Stock that he received in connection with the distribution.

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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