

Burlington Stores, Inc.
 Form 4
 October 14, 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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
10/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Stock ⁽⁵⁾	10/10/2014		S	7,252,629	D \$ 38.1	32,873,639	I
							See Footnotes (1) (2) (3) (4) (5)

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)

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 Reporting Transaction (Instr. 6)
				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 10/14/2014

__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).
- 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"). On October 10, 2014, Fund IX sold 3,343,751 shares of Common Stock. Following such sale, Fund IX held 15,701,119 shares of Common Stock.
- (1) Capital Fund IX, L.P., which is the sole member Bain Capital Fund IX, LLC ("Fund IX"). On October 10, 2014, Fund IX sold 3,343,751 shares of Common Stock. Following such sale, Fund IX held 15,701,119 shares of Common Stock.
 - (2) BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral"). On October 10, 2014, Integral sold 3,812,783 shares of Common Stock. Following such sale, Integral held 16,755,159 shares of Common Stock.
 - (3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). On October 10, 2014, BCIP TCV sold 94,214 shares of Common Stock. Following such sale, BCIP TCV held 389,582 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"). On October 10, 2014, BCIP G sold 1,881 shares of Common Stock. Following such sale, BCIP G held 7,779 shares of Common Stock.
 - (5) 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 relationships described in these footnotes, Mr. Bekenstein may be deemed to share voting and dispositive power with respect to the shares

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of Common Stock held by Bain Entities. Mr. Bekenstein disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.