FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

snington, D.C. 20549		

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol Burlington Stores, Inc. [ BURL ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Katz Marc					1	11111	5011	JUIC	<u>5, 111C</u>	<u>.</u> [ D	OKE ]				Dii	ector	ctor 10% C		wner		
					-											icer (give title		Other (specify			
(Last)		(Firs	it) (1	Middle)		3. D	ate of	Earlies	t Trans	action (	Month	/Day/Year)				be	low)		oelow)		
C/O BURLINGTON STORES, INC.						05/	06/20	)14								Executive Vice President					
			o i ORES, iivo.																		
1830 RO	UTE 130	)																			
						.   4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)															٦١	,	rm filed by On	o Donortina	n Dorc	on	
BURLIN	IGTON	NJ	C	8016												X Form filed by One Reporting Person					
						.										Form filed by More than One Reporting Person					
(City)		(Sta	to) (	Zip)																	
(City)		(Sia	(2	<u></u>																	
			Tabl	e I - No	on-Deriv	ative	Sec	uritie	s Ac	quired	l, Dis	sposed o	f, or	Ber	nefici	ally Ow	ned				
1. Title of S	Security (I	nstr.	3)		2. Transa	ction												6. Ownership		7. Nature	
					Date (Month/Da	av/Year	Execution D			ion Date, Transa Code				3, 4 an		urities eficially		orm: Direct D) or Indirect	of Indirect Beneficial		
(monumba)					(Month/Day/Year)		8)					Ow	ned Following		(I) (Instr. 4)	Ownership					
									Code V		A	(A) or Dr		Price	Trai	orted isaction(s)			(Instr. 4)		
								Code	\ <u>'</u>	Amount	(D)		Price	(Instr. 3 and 4)							
Common Stock 05/06/2						2014	2014		S		25,383 D \$		\$24.7	78 <sup>(1)</sup> 205,702		D					
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		_			(c.g., p	ut5, t	ans,	vvaii	ants,				10 30	Cui	itics						
1. Title of Derivative	2. Conversi		3. Transaction Date	3A. Deei		4.	otion	5. Number of		6. Date Exercisable and		7. Title and			8. Price o			10. Ownership	11. Nature of Indirect		
Security	or Exerci		(Month/Day/Year)	Execution if any			Transaction Code (Instr. 8)		Derivative Securities		(Month/Day/Year)			Amount of Securities Underlying Derivative		Security	Securities		Form: Direct (D) or Indirect	Beneficial	
(Instr. 3)	Price of Derivative	.		(Month/I	Day/Year)	8)										(Instr. 5)	Beneficially Owned			Ownership (Instr. 4)	
Security							Acquired (A) or				Security (Instr.						Following	g (I) (Instr. 4)		(111511. 4)	
					Dispo of (D)			and 4)							Reported Transaction						
								(Instr. 3, 4									(Instr. 4)	(3)	'		
				and 5)		)															
															nount						
												or Nu	ımber								
						Code	ode V (A) (D) Exercisable Date Title Sh						ares								
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## **Explanation of Responses:**

1. Represents public offering price of \$25.75 net of the underwriters' discount of \$0.9656.

## Remarks:

/s/ Paul Tang, as Attorney-in-

05/06/2014

<u>Fact for Marc Katz</u>
\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.