

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Vecchio Jennifer</u>			2. Issuer Name and Ticker or Trading Symbol <u>Burlington Stores, Inc. [BURL]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ President and CMO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2006 ROUTE 130 NORTH			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BURLINGTON NJ 08016</u>								
(City) (State) (Zip)								

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	05/01/2020		M ⁽¹⁾		2,000	A	\$53.01	38,865	D	
Common Stock	05/01/2020		S ⁽²⁾		603	D	\$176.31 ⁽³⁾	38,262	D	
Common Stock	05/01/2020		S ⁽²⁾		715	D	\$177.26 ⁽⁴⁾	37,547	D	
Common Stock	05/01/2020		S ⁽²⁾		682	D	\$178.49 ⁽⁵⁾	36,865	D	
Common Stock	05/01/2020		F ⁽⁶⁾		580	D	\$179.46	36,285	D	
Common Stock	05/01/2020		F ⁽⁶⁾		424	D	\$179.46	35,861	D	
Common Stock	05/01/2020		F ⁽⁷⁾		522	D	\$179.46	35,339	D	
Common Stock ⁽⁸⁾	05/01/2020		A		3,657	A	\$0.00	38,996	D	
Common Stock								67	I	By reporting person as UTMA custodian for son
Common Stock								67	I	By reporting person as UTMA custodian for daughter

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$53.01	05/01/2020		M			2,000	⁽⁹⁾	05/11/2025	Common Stock	2,000	\$0.00	16,000	D	
Employee Stock Option (right to buy)	\$179.46	05/01/2020		A			10,386	⁽¹⁰⁾	05/01/2030	Common Stock	10,386	\$0.00	10,386	D	

Explanation of Responses:

- The option exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 26, 2019.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 26, 2019.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.78 to \$176.71, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.83 to \$177.67, 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.

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5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.92 to \$178.84, 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.

6. Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock awards.

7. Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock units.

8. Restricted stock units granted on May 1, 2020, vesting one-quarter on each of the first four anniversaries of the grant date.

9. The options are currently exercisable as to 100% of the shares.

10. Options granted on May 1, 2020 that become exercisable in one-quarter installments on each of the first four anniversaries of the grant date.

Remarks:

/s/ Christopher Schaub, as
attorney-in-fact for Jennifer
Vecchio

05/05/2020

** Signature of Reporting Person

Date

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

* 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.