UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 19, 2026



BURLINGTON STORES, INC.
(Exact Name of Registrant As Specified In Charter)

Delaware	**001-36107**	**80-0895227**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2006 Route 130 North
Burlington, New Jersey 08016
(Address of Principal Executive Offices, including Zip Code)

(609) 387-7800
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	BURL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 **Submission of Matters to a Vote of Security Holders.**

Burlington Stores, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting") on May 19, 2026. A total of 59,553,183 shares of the Company's common stock, representing approximately 95% of the shares outstanding and eligible to vote and constituting a quorum, were voted at the Annual Meeting. The Company's stockholders voted on the following proposals at the Annual Meeting:

- the election of seven directors of the Company to serve for a term of one year;
- the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered certified public accounting firm for the fiscal year ending January 30, 2027;
- an advisory vote regarding the compensation of the Company's named executive officers ("Say-On-Pay"); and
- an advisory vote regarding the frequency of future Say-On-Pay votes.

The proposals are described in more detail in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 2, 2026. The final voting results with respect to each proposal are set forth below.

1. Election of Directors

Name	*For*	*Against*	*Abstained*	*Broker Non-Votes*
Ted English	57,957,497	420,133	18,811	1,156,742
Shira Goodman	58,160,786	218,286	17,369	1,156,742
Jordan Hitch	51,416,474	6,961,069	18,898	1,156,742
John Mahoney	56,553,070	1,825,834	17,537	1,156,742
Laura Sen	58,161,198	217,874	17,369	1,156,742
Michael Skirvin	58,006,892	372,180	17,369	1,156,742
Paul Sullivan	57,268,056	1,111,017	17,368	1,156,742

2. Ratification of Appointment of Independent Registered Certified Public Accounting Firm

For	*Against*	*Abstained*	*Broker Non-Votes*
57,429,806	2,105,955	17,422	N/A

3. Advisory Vote on Compensation of Named Executive Officers

For	*Against*	*Abstained*	*Broker Non-Votes*
51,330,197	6,993,967	72,277	1,156,742

4. Advisory Vote on Frequency of Future Say-On-Pay Votes

Every 1 Year	*Every 2 Years*	*Every 3 Years*	*Abstained*	*Broker Non-Votes*
57,851,887	4,893	513,237	26,424	1,156,742

The Company has considered these voting results and determined that an advisory vote regarding the compensation of the Company's named executive officers will be submitted to stockholders on an annual basis until the next required vote on frequency or until the Board of Directors otherwise determines that a different frequency is in the best interest of the Company's stockholders.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BURLINGTON STORES, INC.

/s/ David Glick

David Glick
Group Senior Vice President of Investor Relations and Treasurer

Date: May 26, 2026