FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

washington, D.C. 20549	OMB APPROVAL			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-		

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

Name and Address of Reporting Person*				2. Is	Issuer Name and Ticker or Trading Symbol										5. Relationship of Reporting Person(s) to Issuer							
Katz Marc					Burlington Stores, Inc. [ BURL ]									(Check all applicable)								
Natz Warc					-										Director Officer (give title			10% Owner Other (specify				
(Last)	(Fi	ret) (	Middle)		3. D	ate o	of Earlies	t Trans	action (M	lonth/	Dav/Year)			$\dashv$	X	below)			below)			
, ,	`	STORES, INC.	,			3. Date of Earliest Transaction (Month/Day/Year) 12/16/2014										EVP	, Merchano	dising Sup	port/	ΊΤ		
		*																				
2006 RO	UTE 130 N	ORTH			4 If	4. If Amondment, Date of Original Filed (Month/Dov/Veer)										6. Individual or Joint/Group Filing (Check Applicable						
(Ctroot)					-   4. "	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)							
(Street) FLOREN	ICE N.		08518												X	Form	n filed by One	e Reporting	Perso	on		
LOKE	ICE IV		,00010		_											Form Pers	n filed by Mo	re than One	Repo	orting		
(City)	(St	ate) (	Zip)													reis	OH					
(Oity)	(0.	(	<u> </u>																			
		Tabl	e I - Nor	n-Deriv	ative/	Se	curitie	s Acc	quired,	Dis	posed o	f, or	Bene	eficia	ally C	Owne	ed					
1. Title of S	Security (Inst	r. 3)		2. Trans	action				3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, 4						4 and Securi Benefi		ount of	6. Owners		7. Nature		
Date (Month/D			Day/Yea	ar)   i	Execution Date, if any (Month/Day/Year)		Code (	Transaction Disposed C Code (Instr. 8)		i Oi (D	) (instr.	3, 4 ar	cially	Form: Dire			ect	of Indirect Beneficial				
				('			8)						Repor			(I) (Instr. 4)		Ownership (Instr. 4)				
									Code	v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)						
Common Stock 12/16/					5/2014						25,000	0 D \$		\$43	43.1 1		73,159	D				
Common Stock 12/10/						2014 s 25,000 D S					Ψ	170,100										
		Та									sed of, onvertib				y Ow	ned						
1. Title of 2. 3. Transaction 3A. Deemed						4. 5. Number 6				6. Date Exercisable and 7. Title and					8. Pri	ce of	9. Number o	of 10.		11. Nature		
Derivative Security (Instr. 3)	Conversion or Exercise	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Yea	·	te, Transactio		on of I tr. Derivative (		Expiration Date Amount of (Month/Day/Year) Securities					Derivative Security (Instr. 5)		derivative Securities Beneficially	Form:	Ownership Form: Direct (D)	of Indirect Beneficial Ownership			
Derivative			ayrrear)	y/Year) 8)		Securities Acquired		Underlying Derivative						- [` '		Owned	or Indi	or Indirect (I	(Instr. 4)			
Disp				(A) or Security (Instr. 3 and 4)						str. 3	3		Following Reported	(I) (Inst	r. 4)							
						of (D) (Instr. 3, 4										Transaction (Instr. 4)	(s)					
							and 5	6)														
												Amou		ount								
							Date		Expiration			nber										
			Code	v	(A)	(D)	Exercisa		Date	Title		res										

**Explanation of Responses:** 

Remarks:

/s/ Christopher Schaub, as attorney-in-fact for Marc Katz

12/18/2014

\*\* 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.