

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Hand Fred</u><br><br>(Last) (First) (Middle)<br><u>2006 ROUTE 130 NORTH</u><br><br>(Street)<br><u>BURLINGTON NJ 08016</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Burlington Stores, Inc. [ BURL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Customer Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/01/2020</u>                  |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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                           |  | F <sup>(1)</sup>               |   | 292   | D          | \$179.46 | 53,307  | D  |   |
| Common Stock                    | 05/01/2020                           |  | F <sup>(1)</sup>               |   | 214   | D          | \$179.46 | 53,093  | D  |   |
| Common Stock                    | 05/01/2020                           |  | F <sup>(2)</sup>               |   | 174   | D          | \$179.46 | 52,919  | D  |   |
| Common Stock <sup>(3)</sup>     | 05/01/2020                           |  | A                              |   | 2,464   | A          | \$0.00   | 55,383  | D  |   |
| Common Stock                    | 05/04/2020                           |  | F <sup>(1)</sup>               |   | 12,421  | D          | \$178.35 | 42,962  | D  |   |

**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)       | \$179.46   | 05/01/2020                           |  | A                              |   | 6,998  |     | (4)  | 05/01/2030      | Common Stock  | 6,998                                      | \$0.00   | 6,998   | D  |       |

**Explanation of Responses:**

- Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock awards.
- Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of restricted stock units.
- Restricted stock units granted on May 1, 2020, vesting one-quarter on each of the first four anniversaries of the grant date.
- 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 Fred Hand 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.