

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 28, 2017

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 001-36107



**BURLINGTON STORES, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

2006 Route 130 North  
Burlington, New Jersey  
(Address of Principal Executive Offices)

80-0895227  
(I.R.S. Employer  
Identification No.)

08016  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (609) 387-7800

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-Accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The registrant had 68,247,877 shares of common stock outstanding as of October 28, 2017.

BURLINGTON STORES, INC.

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Part I. FINANCIAL INFORMATION  
Item 1. Financial Statements

**BURLINGTON STORES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(Unaudited)**

(All amounts in thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	October 28,	October 29,	October 28,	October 29,
	2017	2016	2017	2016
<b>REVENUES:</b>				
Net sales	\$ 1,438,167	\$ 1,342,600	\$ 4,147,937	\$ 3,880,322
Other revenue	6,405	6,447	17,834	18,324
<b>Total revenue</b>	<b>1,444,572</b>	<b>1,349,047</b>	<b>4,165,771</b>	<b>3,898,646</b>
<b>COSTS AND EXPENSES:</b>				
Cost of sales	831,728	789,858	2,436,250	2,316,162
Selling, general and administrative expenses	480,194	451,072	1,338,247	1,261,559
Costs related to debt amendments	—	—	—	1,346
Stock option modification expense	26	106	131	520
Depreciation and amortization	50,836	46,472	147,547	136,630
Impairment charges - long-lived assets	—	—	988	109
Other income - net	(1,362)	(1,473)	(6,948)	(7,361)
Loss on extinguishment of debt	—	—	—	3,805
Interest expense	15,351	13,159	43,409	43,196
<b>Total costs and expenses</b>	<b>1,376,773</b>	<b>1,299,194</b>	<b>3,959,624</b>	<b>3,755,966</b>
<b>Income before income tax expense</b>	<b>67,799</b>	<b>49,853</b>	<b>206,147</b>	<b>142,680</b>
Income tax expense	22,920	17,449	61,998	52,368
<b>Net income</b>	<b>\$ 44,879</b>	<b>\$ 32,404</b>	<b>\$ 144,149</b>	<b>\$ 90,312</b>
Net income per common share:				
Common stock - basic	\$ 0.66	\$ 0.46	\$ 2.10	\$ 1.28
Common stock - diluted	\$ 0.65	\$ 0.45	\$ 2.04	\$ 1.25
Weighted average number of common shares:				
Common stock - basic	67,694	70,347	68,611	70,757
Common stock - diluted	69,541	71,597	70,616	72,002

See Notes to Condensed Consolidated Financial Statements.

**BURLINGTON STORES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited)  
(All amounts in thousands)

	Three Months Ended		Nine Months Ended	
	October 28, 2017	October 29, 2016	October 28, 2017	October 29, 2016
Net income	\$ 44,879	\$ 32,404	\$ 144,149	\$ 90,312
Other comprehensive income (loss), net of tax:				
Interest rate cap contracts:				
Net unrealized gains (losses) arising during the period	1,144	239	45	(3,054)
Reclassification into earnings during the period	908	442	2,654	860
Other comprehensive income (loss), net of tax:	2,052	681	2,699	(2,194)
<b>Total comprehensive income</b>	<b>\$ 46,931</b>	<b>\$ 33,085</b>	<b>\$ 146,848</b>	<b>\$ 88,118</b>

See Notes to Condensed Consolidated Financial Statements.

**BURLINGTON STORES, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)  
(All amounts in thousands, except share and per share data)

	October 28, 2017	January 28, 2017	October 29, 2016
<b>ASSETS</b>			
<b>Current assets:</b>			
Cash and cash equivalents	\$ 48,080	\$ 81,597	\$ 32,799
Restricted cash and cash equivalents	27,800	27,800	27,800
Accounts receivable—net	78,995	43,252	59,757
Merchandise inventories	903,663	701,891	822,469
Prepaid and other current assets	91,917	73,784	104,051
<b>Total current assets</b>	<u>1,150,455</u>	<u>928,324</u>	<u>1,046,876</u>
Property and equipment—net	1,111,949	1,049,447	1,040,297
Tradenames	238,000	238,000	238,000
Favorable leases—net	195,374	213,180	220,680
Goodwill	47,064	47,064	47,064
Deferred tax assets	7,939	7,973	—
Other assets	92,582	90,495	95,203
<b>Total assets</b>	<u>\$ 2,843,363</u>	<u>\$ 2,574,483</u>	<u>\$ 2,688,120</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>			
<b>Current liabilities:</b>			
Accounts payable	\$ 764,563	\$ 640,326	\$ 691,971
Other current liabilities	361,170	354,870	326,114
Current maturities of long term debt	1,942	1,638	1,574
<b>Total current liabilities</b>	<u>1,127,675</u>	<u>996,834</u>	<u>1,019,659</u>
Long term debt	1,294,300	1,128,843	1,303,001
Other liabilities	309,848	290,683	294,740
Deferred tax liabilities	222,073	207,935	206,124
Commitments and contingencies (Notes 2, 9 and 11)			
<b>Stockholders' deficit:</b>			
Preferred stock, \$0.0001 par value: authorized: 50,000,000 shares; no shares issued and outstanding	—	—	—
Common stock, \$0.0001 par value:			
Authorized: 500,000,000 shares;			
Issued: 78,314,940 shares, 77,653,924 shares and 77,500,291 shares, respectively;			
Outstanding: 68,247,877 shares, 70,180,713 shares and 70,597,057 shares, respectively	7	7	7
Additional paid-in-capital	1,448,347	1,420,581	1,413,955
Accumulated deficit	(916,367)	(1,060,099)	(1,185,660)
Accumulated other comprehensive loss	(4,492)	(7,191)	(11,186)
Treasury stock, at cost	(638,028)	(403,110)	(352,520)
<b>Total stockholders' deficit</b>	<u>(110,533)</u>	<u>(49,812)</u>	<u>(135,404)</u>
<b>Total liabilities and stockholders' deficit</b>	<u>\$ 2,843,363</u>	<u>\$ 2,574,483</u>	<u>\$ 2,688,120</u>

See Notes to Condensed Consolidated Financial Statements.

**BURLINGTON STORES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)  
(All amounts in thousands)

	Nine Months Ended	
	October 28, 2017	October 29, 2016
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 144,149	\$ 90,312
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	147,547	136,630
Impairment charges—long-lived assets	988	109
Amortization of deferred financing costs	1,897	2,052
Accretion of long term debt instruments	816	670
Deferred income taxes	12,375	5,891
Non-cash loss on extinguishment of debt	—	3,805
Non-cash stock compensation expense	19,655	11,634
Non-cash rent	(17,940)	(22,052)
Deferred rent incentives	33,557	17,884
Changes in assets and liabilities:		
Accounts receivable	(25,894)	(13,671)
Merchandise inventories	(201,772)	(39,518)
Prepaid and other current assets	(18,513)	(37,529)
Accounts payable	125,067	88,090
Other current liabilities	(7,646)	47,510
Other long term assets and long term liabilities	581	4,187
Other operating activities	6,629	2,216
<b>Net cash provided by operating activities</b>	<u>221,496</u>	<u>298,220</u>
<b>INVESTING ACTIVITIES</b>		
Cash paid for property and equipment	(192,491)	(137,643)
Proceeds from insurance recoveries related to property and equipment	3,069	—
Other investing activities	990	104
<b>Net cash (used in) investing activities</b>	<u>(188,432)</u>	<u>(137,539)</u>
<b>FINANCING ACTIVITIES</b>		
Proceeds from long term debt—ABL Line of Credit	1,124,300	1,286,100
Principal payments on long term debt—ABL Line of Credit	(959,100)	(1,279,200)
Proceeds from long term debt—Term B-4 Loans	—	1,114,208
Principal payments on long term debt—Term B-3 Loans	—	(1,117,000)
Purchase of treasury shares	(234,918)	(151,781)
Proceeds from stock option exercises	7,696	3,919
Other financing activities	(4,559)	(5,043)
<b>Net cash used in financing activities</b>	<u>(66,581)</u>	<u>(148,797)</u>
(Decrease) increase in cash and cash equivalents	(33,517)	11,884
Cash and cash equivalents at beginning of period	81,597	20,915
<b>Cash and cash equivalents at end of period</b>	<u>\$ 48,080</u>	<u>\$ 32,799</u>
<b>Supplemental disclosure of cash flow information:</b>		
Interest paid	\$ 36,221	\$ 40,623
Income tax payments - net	\$ 108,742	\$ 62,548
<b>Non-cash investing activities:</b>		
Accrued purchases of property and equipment	<u>\$ 34,466</u>	<u>\$ 26,045</u>

See Notes to Condensed Consolidated Financial Statements.

**BURLINGTON STORES, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**October 28, 2017**  
**(Unaudited)**

**1. Summary of Significant Accounting Policies**

*Basis of Presentation*

As of October 28, 2017, Burlington Stores, Inc., a Delaware Corporation, and its subsidiaries (collectively, the Company), through its indirect subsidiary Burlington Coat Factory Warehouse Corporation (BCFWC), has expanded its store base to 631 retail stores, inclusive of an internet store, of which 12 remained closed as of October 28, 2017, primarily as a result of weather-related incidents as discussed below.

These unaudited Condensed Consolidated Financial Statements include the accounts of Burlington Stores, Inc. and its subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation. The Condensed Consolidated Financial Statements are unaudited, but in the opinion of management reflect all adjustments (which are of a normal and recurring nature) necessary for the fair presentation of the results of operations for the interim periods presented. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted. These Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2017 (Fiscal 2016 10-K). The balance sheet at January 28, 2017 presented herein has been derived from the audited Consolidated Financial Statements contained in the Fiscal 2016 10-K. Because the Company's business is seasonal in nature, the operating results for the three and nine month periods ended October 28, 2017 are not necessarily indicative of results for the fiscal year.

Accounting policies followed by the Company are described in Note 1 to the Fiscal 2016 10-K, "Summary of Significant Accounting Policies."

*Fiscal Year*

The Company defines its fiscal year as the 52 or 53 week period ending on the Saturday closest to January 31. The current fiscal year ends February 3, 2018 (Fiscal 2017) and is a 53-week fiscal year. The fiscal year ended January 28, 2017 (Fiscal 2016) was 52-week fiscal year.

*Adopted Accounting Standards*

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2016-09, "Improvements to Employee Share-Based Payment Accounting" (ASU 2016-09). ASU 2016-09 changes how companies account for certain aspects of share-based payments to employees including: (i) requiring all income tax effects of awards to be recognized in the income statement, rather than in additional paid in capital, when the awards vest or are settled, (ii) eliminating the requirement that excess tax benefits be realized before companies can recognize them, (iii) requiring companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity, (iv) increasing the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer's statutory income tax withholding obligation, (v) requiring an employer to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on its statement of cash flows and (vi) requiring an employer to elect whether to account for forfeitures of share-based payments by (a) recognizing forfeitures of awards as they occur or (b) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likely to change, as is currently required. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016. The Company adopted this standard effective January 29, 2017.

The primary impact of adoption was the prospective recognition of excess tax benefits in the income statement as an income tax benefit rather than equity, which increased net income per share during the three and nine month periods ended October 28, 2017 by \$0.04 and \$0.20, respectively, by lowering the Company's effective tax rate approximately 430 basis points and 730 basis points, respectively.

The Company has applied the amendment relating to the presentation of the excess tax benefits on the Condensed Consolidated Statements of Cash Flows retrospectively, resulting in the reclassification of \$11.7 million of excess tax benefits from cash flows from financing activities to cash flows from operating activities for the nine month period ended October 29, 2016.

The Company has elected to account for forfeitures of share-based awards as they occur, on a modified retrospective basis, resulting in a \$0.4 million cumulative-effect adjustment to retained earnings as of January 29, 2017.

The presentation requirements for cash flows related to employee taxes paid upon the vesting of restricted stock awards had no impact to any of the periods presented in the Company's Condensed Consolidated Statements of Cash Flows since such cash flows have historically been presented as a financing activity.

#### *Pending Accounting Standards*

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers," which converges revenue recognition under U.S. GAAP and International Financial Reporting Standards. The new guidance supersedes most preexisting revenue recognition guidance, and provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 for public companies to periods beginning after December 15, 2017, with early adoption permitted. The standard shall be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. This ASU will be effective for the Company as of the beginning of the fiscal year ending February 2, 2019 (Fiscal 2018). The Company is in the process of determining the impact of the adoption of this guidance on its consolidated financial statements or notes thereto. The Company believes that there will be no change in the timing or amount of revenue recognized under the new standard as it relates to revenue from point of sale at the registers in our stores, which constitutes more than 99% of the Company's revenue. The new standard will require a change in the presentation of the Company's sales return reserve on the balance sheet, which is currently recorded net. The new standard will require the reserve to be established at the gross sales value with an asset established for the value of the merchandise returned. The Company does not, however, anticipate that the new guidance will have a significant impact on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases." The standard's core principle is to increase transparency and comparability among organizations by recognizing lease assets and liabilities on the balance sheet and disclosing key information about leasing arrangements. This standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. This ASU will be effective for the Company as of the beginning of the fiscal year ending February 1, 2020 (Fiscal 2019). Early adoption is permitted. While the Company is continuing to evaluate the impact of the adoption of this guidance on its consolidated financial statements or notes thereto, it does expect that this new guidance will result in a significant increase to the assets and liabilities presented on its consolidated balance sheets. Refer to Note 13 to the Company's Consolidated Financial Statements included in the Fiscal 2016 10-K (entitled "Lease Commitments") for further detail of the Company's future minimum lease payments. This guidance is not expected, however, to have a material impact on the Company's liquidity.

On August 26, 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments." The primary purpose of this ASU is to reduce the diversity in practice that has resulted from the lack of consistent principles on this topic. This ASU is effective for fiscal years beginning after December 15, 2017. This ASU will be effective for the Company as of the beginning of Fiscal 2018. Early adoption is permitted in any interim or annual period. The Company does not anticipate that the new guidance will have a significant impact on its consolidated financial statements.

On November 17, 2016, the FASB issued ASU 2016-18, "Statement of Cash Flows: Restricted Cash." The primary purpose of this ASU is to reduce the diversity in practice that exists in the classification and presentation of changes in restricted cash on the statement of cash flows. This ASU will require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. This ASU is effective for fiscal years beginning after December 15, 2017. This ASU will be effective for the Company as of the beginning of Fiscal 2018. Early adoption is permitted in any interim or annual period. While the Company is still in the process of determining the impact of the adoption of this guidance on its consolidated financial statements or notes thereto, it does not anticipate that the new guidance will have a significant impact on its consolidated financial statements.

On January 26, 2017, the FASB issued ASU 2017-04, "Intangibles—Goodwill and Other: Simplifying the Test for Goodwill Impairment," which aims to simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. Under the new guidance, goodwill impairment will be measured as the amount by which the carrying value exceeds the fair value. The loss recognized should not exceed the total amount of goodwill allocated to the reporting unit. The new guidance will be effective for annual reporting periods beginning after December 15, 2019, including interim periods. This ASU will be effective for



the Company as of the beginning of Fiscal 2020. Early adoption is permitted for annual or interim goodwill impairment tests performed on testing dates after January 1, 2017. The Company does not anticipate that the new guidance will have a significant impact on its consolidated financial statements.

There were no other new accounting standards that had a material impact on the Company's Condensed Consolidated Financial Statements during the three and nine month periods ended October 28, 2017, and there were no other new accounting standards or pronouncements that were issued but not yet effective as of October 28, 2017 that the Company expects to have a material impact on its financial position or results of operations upon becoming effective.

#### *Weather-Related Incidents*

As a result of the effects of certain weather-related incidents during the third quarter of Fiscal 2017, 80 of the Company's stores were closed for at least one day during the quarter. The Company incurred losses of (i) \$5.9 million related to the net book values of merchandise inventories, and (ii) \$9.7 million related to the net book values of property and equipment and other long-lived assets, as well as repair and maintenance costs related to the clean-up of its stores. These costs are recorded in the line items "Cost of sales" and "Selling general and administrative expenses" on the Company's Condensed Consolidated Statements of Income, respectively, for the three and nine months ended October 28, 2017. As of October 31, 2017, the Company received approximately \$11.7 million of insurance proceeds to offset some of its losses. The Company allocated \$3.1 million of these proceeds to property and equipment, which is included in the line item "Proceeds from insurance recoveries related to property and equipment," a component of cash flows from investing activities, on the Company's Condensed Consolidated Statements of Cash Flows during the nine months ended October 28, 2017. The Company is insured at the selling price of the inventory and at replacement costs for the property and equipment and other long-lived assets, less a deductible. The Company has recorded a \$2.8 million receivable related to these losses as of October 28, 2017, as the collection is deemed probable based on the insurance contracts the Company had in place at the time of the losses, which is included in the line item "Accounts receivable" on the Company's Condensed Consolidated Balance Sheets.

## **2. Long Term Debt**

Long term debt consists of:

	<i>(in thousands)</i>		
	October 28, 2017	January 28, 2017	October 29, 2016
\$1,200,000 senior secured term loan facility (Term B-4 Loans), LIBOR (with a floor of 0.75%) plus 2.75%, matures on August 13, 2021	\$ 1,112,860	\$ 1,112,044	\$ 1,111,772
\$600,000 ABL senior secured revolving facility, LIBOR plus spread based on average outstanding balance, matures on August 13, 2019	165,200	—	174,300
Capital lease obligations	22,531	23,643	23,972
Unamortized deferred financing costs	(4,349)	(5,206)	(5,469)
<b>Total debt</b>	<b>1,296,242</b>	<b>1,130,481</b>	<b>1,304,575</b>
Less: current maturities	(1,942)	(1,638)	(1,574)
<b>Long term debt, net of current maturities</b>	<b>\$ 1,294,300</b>	<b>\$ 1,128,843</b>	<b>\$ 1,303,001</b>

#### *Term Loan Facility*

At October 28, 2017 and October 29, 2016, the Company's borrowing rate related to its senior secured term loan facility (the Term Loan Facility) was 4.0% and 3.5%, respectively.

On November 17, 2017, BCFWC entered into Amendment No. 6 (the Sixth Amendment) to the Term Loan Credit Agreement (as amended, the Amended Term Loan Credit Agreement) governing its senior secured term loan facility (the Term Loan Facility). The Sixth Amendment, among other things, reduced the interest rate margins applicable to the Term Loan Facility from 1.75% to 1.50% in the case of prime rate loans, and from 2.75% to 2.50% in the case of LIBOR loans, with the LIBOR floor continuing to be 0.75%. The Sixth Amendment also extended the maturity date from August 13, 2021 to November 17, 2024. The Sixth Amendment was accomplished by replacing the outstanding \$1,117.0 million principal amount of Term B-4 Loans with a like aggregate principal amount of Term B-5 Loans. The Company is required to make quarterly payments of \$2.8 million on the Term B-5 Loans, due on the last fiscal day of each quarter, with the balance due upon maturity. As a result of this transaction, the Company will incur approximately a \$3 million charge to loss on extinguishment of debt and approximately a \$1 million charge to costs related to debt amendments in the fourth quarter of Fiscal 2017.

## ABL Line of Credit

At October 28, 2017, the Company had \$380.6 million available under the Second Amended and Restated Credit Agreement, dated September 2, 2011, governing BCFWC's existing senior secured asset-based revolving credit facility (the ABL Line of Credit). The maximum borrowings under the facility during the three and nine month periods ended October 28, 2017 amounted to \$235.5 million for both periods. Average borrowings during the three and nine month periods ended October 28, 2017 amounted to \$147.4 million and \$86.1 million, respectively, at average interest rates of 2.7% for both periods.

At October 29, 2016, the Company had \$383.7 million available under the ABL Line of Credit. The maximum borrowings under the facility during the three and nine month periods ended October 29, 2016 amounted to \$300.0 million and \$350.0 million, respectively. Average borrowings during the three and nine month periods ended October 29, 2016 amounted to \$201.4 million and \$216.8 million, respectively, at average interest rates of 1.8% for both periods.

### 3. Derivative Instruments and Hedging Activities

The Company accounts for derivatives and hedging activities in accordance with ASC Topic No. 815 "Derivatives and Hedging" (Topic No. 815). As required by Topic No. 815, the Company records all derivatives on the balance sheet at fair value and adjusts to market on a quarterly basis. In addition, to comply with the provisions of ASC Topic No. 820, "Fair Value Measurements" (Topic No. 820), credit valuation adjustments, which consider the impact of any credit enhancements to the contracts, are incorporated in the fair values to account for potential nonperformance risk. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered any applicable credit enhancements such as collateral postings, thresholds, mutual puts, and guarantees. In accordance with Topic No. 820, the Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio. There is no impact of netting because the Company's only derivatives are interest rate cap contracts that are with separate counterparties and are under separate master netting agreements.

#### Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish these objectives, the Company primarily uses interest rate caps as part of its interest rate risk management strategy. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract.

The Company did not record any hedge ineffectiveness in its earnings during the three and nine month periods ended October 28, 2017 or October 29, 2016. The Company financed the cost of the interest rate cap contracts, which will be amortized through the life of the caps. During the three and nine month periods ended October 28, 2017, the Company paid \$0.8 million and \$3.4 million, respectively, exclusive of \$0.3 million and \$1.4 million of taxes, respectively, related to the financing of these interest rate cap contracts. During the three and nine month periods ended October 29, 2016, the Company paid \$0.9 million and \$3.5 million, respectively, exclusive of \$0.4 million and \$1.4 million of taxes, respectively, related to the financing of these interest rate cap contracts. These costs are included in the line item "Accumulated other comprehensive loss" on the Company's Condensed Consolidated Balance Sheets. The Company estimates that approximately \$5.4 million will be reclassified into interest expense during the next twelve months.

As of October 28, 2017, the Company had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

Interest Rate Derivative	Number of Instruments	Notional Aggregate Principal Amount	Interest Cap Rate	Maturity Date
Interest rate cap contracts	Two	\$ 800.0 million	1.0%	May 31, 2019

Tabular Disclosure

The table below presents the fair value of the Company's derivative financial instruments on a gross basis as well as their classification on the Company's Condensed Consolidated Balance Sheets:

<i>(in thousands)</i>						
Fair Values of Derivative Instruments						
Asset Derivatives						
October 28, 2017		January 28, 2017		October 29, 2016		
Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	
<b>Derivatives Designated as Hedging Instruments</b>						
Interest rate cap contracts	Other assets	\$ 340	N/A	\$ —	N/A	\$ —

<i>(in thousands)</i>						
Fair Values of Derivative Instruments						
Liability Derivatives						
October 28, 2017		January 28, 2017		October 29, 2016		
Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	
<b>Derivatives Designated as Hedging Instruments</b>						
Interest rate cap contracts	Other liabilities	\$ —	Other liabilities	\$ 3,183	Other liabilities	\$ 9,957

The following table presents the unrealized losses deferred to accumulated other comprehensive loss resulting from the Company's derivative instruments designated as cash flow hedging instruments for each of the reporting periods.

<i>(in thousands)</i>					
Interest Rate Cap Contracts:	Three Months Ended		Nine Months Ended		
	October 28, 2017	October 29, 2016	October 28, 2017	October 29, 2016	
	Unrealized gains (losses), before taxes	\$ 1,907	\$ 398	\$ 77	\$ (5,090)
Income tax (expense) benefit	(763)	(159)	(32)	2,036	
Unrealized gains (losses), net of taxes	\$ 1,144	\$ 239	\$ 45	\$ (3,054)	

The following table presents information about the reclassification of losses from accumulated other comprehensive loss into earnings related to the Company's derivative instruments designated as cash flow hedging instruments for each of the reporting periods.

<i>(in thousands)</i>				
Component of Earnings:	Three Months Ended		Nine Months Ended	
	October 28, 2017	October 29, 2016	October 28, 2017	October 29, 2016
Interest expense	\$ 1,513	\$ 738	\$ 4,418	\$ 1,434
Income tax (benefit)	(605)	(296)	(1,764)	(574)
Net income	\$ 908	\$ 442	\$ 2,654	\$ 860

#### 4. Accumulated Other Comprehensive Loss

Amounts included in accumulated other comprehensive loss are recorded net of the related income tax effects. The following table details the changes in accumulated other comprehensive loss:

<i>(in thousands)</i>	
	Derivative Instruments
<b>Balance at January 28, 2017</b>	\$ (7,191)
Unrealized gains, net of related taxes of less than \$0.1 million	45
Amount reclassified into earnings, net of related taxes of \$1.8 million	2,654
<b>Balance at October 28, 2017</b>	\$ (4,492)

## 5. Fair Value Measurements

The Company accounts for fair value measurements in accordance with Topic No. 820, which defines fair value, establishes a framework for measurement and expands disclosure about fair value measurements. Topic No. 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price), and classifies the inputs used to measure fair value into the following hierarchy:

- Level 1: Quoted prices for identical assets or liabilities in active markets.
- Level 2: Quoted market prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3: Pricing inputs that are unobservable for the assets and liabilities and include situations where there is little, if any, market activity for the assets and liabilities.

The inputs into the determination of fair value require significant management judgment or estimation.

The carrying amounts of cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term nature of these instruments.

Refer to Note 3, "Derivative Instruments and Hedging Activities," for further discussion regarding the fair value of the Company's interest rate cap contracts.

### Financial Assets

The fair values of the Company's financial assets and the hierarchy of the level of inputs as of October 28, 2017, January 28, 2017 and October 29, 2016 are summarized below:

	<i>(in thousands)</i>		
	<b>Fair Value Measurements at</b>		
	<b>October 28, 2017</b>	<b>January 28, 2017</b>	<b>October 29, 2016</b>
<b>Assets:</b>			
Level 1			
Cash equivalents (including restricted cash)	\$ 28,247	\$ 28,167	\$ 28,153

### Non-financial Assets

Long-lived assets are measured at fair value on a non-recurring basis for purposes of calculating impairment using the fair value hierarchy of Topic No. 820. The fair value of the Company's long-lived assets is generally calculated using discounted cash flows. During the nine month period ended October 28, 2017, the Company recorded impairment charges of \$1.0 million, primarily related to declines in revenues and operating results for one leased store, which was fully impaired, and a decline in the appraised fair value of one of the Company's owned stores, which was partially impaired. These costs were recorded in the line item "Impairment charges – long-lived assets" in the Company's Condensed Consolidated Statements of Income. The fully impaired store had zero fair value as of October 28, 2017, and would be categorized as Level 3 in the fair value hierarchy described above. The table below sets forth the aggregate impairment charges and the remaining fair value, by level within the fair value hierarchy, of the partially-impaired store as of October 28, 2017:

	<i>(in thousands)</i>				
	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Un- Observable Inputs (Level 3)</b>	<b>Total</b>	<b>Total Impairment Losses</b>
Land	\$ —	\$ —	\$ 470	\$ —	\$ 247
Buildings	—	—	374	—	227
Store fixtures and equipment	—	—	9	—	203
Leasehold improvements	—	—	—	—	108
Other assets	—	—	—	—	203
<b>Total</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 853</b>	<b>\$ —</b>	<b>\$ 988</b>

## Financial Liabilities

The fair values of the Company's financial liabilities are summarized below:

	<i>(in thousands)</i>					
	October 28, 2017		January 28, 2017		October 29, 2016	
	Carrying Amount (b)	Fair Value (b)	Carrying Amount (b)	Fair Value (b)	Carrying Amount (b)	Fair Value (b)
\$1,200,000 senior secured term loan facility (Term B-4 Loans), LIBOR (with a floor of 0.75%) plus 2.75%, matures on August 13, 2021	\$ 1,112,860	\$ 1,116,106	\$ 1,112,044	\$ 1,116,678	\$ 1,111,772	\$ 1,116,404
\$600,000 ABL senior secured revolving facility, LIBOR plus spread based on average outstanding balance, matures on August 13, 2019(a)	165,200	165,200	—	—	174,300	174,300
<b>Total debt</b>	<b>\$ 1,278,060</b>	<b>\$ 1,281,306</b>	<b>\$ 1,112,044</b>	<b>\$ 1,116,678</b>	<b>\$ 1,286,072</b>	<b>\$ 1,290,704</b>

- (a) To the extent the Company has any outstanding borrowings under the ABL Line of Credit, the fair value would approximate its reported value because the interest rate is variable and reflects current market rates due to its short term nature (borrowings are typically done in 30 day increments).
- (b) Capital lease obligations are excluded from the table above.

The fair values presented herein are based on pertinent information available to management as of the respective period end dates. The estimated fair values of the Company's debt are classified as Level 2 in the fair value hierarchy.

## 6. Income Taxes

Net deferred taxes are as follows:

	<i>(in thousands)</i>		
	October 28, 2017	January 28, 2017	October 29, 2016
	Deferred tax asset	\$ 7,939	\$ 7,973
Deferred tax liability	222,073	207,935	206,124
Net deferred tax liability	<b>\$ 214,134</b>	<b>\$ 199,962</b>	<b>\$ 206,124</b>

Deferred tax assets relate to Puerto Rico deferred tax balances that have a net future benefit for tax purposes. Deferred tax liabilities primarily relate to intangible assets and depreciation expense where the Company has a future obligation for tax purposes.

As of October 28, 2017, January 28, 2017 and October 29, 2016, valuation allowances amounted to \$6.8 million, \$7.4 million and \$7.8 million, respectively, related to state tax net operating losses and state tax credit carry forwards. The Company believes that it is more likely than not that a portion of the benefit of these state tax net operating losses and state tax credit carry forwards will not be realized. As of October 28, 2017, the Company had \$6.1 million of deferred tax assets recorded for state net operating losses, which will expire between 2017 and 2037. In addition, there was no valuation allowance required against the tax benefit associated with Puerto Rico deferred tax assets as of October 28, 2017 and January 28, 2017 compared to a full valuation allowance of \$5.5 million as of October 29, 2016.

## 7. Capital Stock

### Treasury Stock

The Company accounts for treasury stock under the cost method.

During the nine month period ended October 28, 2017, the Company acquired 44,660 shares of common stock from employees for approximately \$4.2 million to satisfy their minimum statutory tax withholdings related to the vesting of restricted stock awards.

### Share Repurchase Programs

On November 15, 2016, the Company's Board of Directors authorized the repurchase of up to \$200 million of the Company's common stock, which the Company completed during the third quarter of Fiscal 2017. On August 16, 2017, the Company's Board of Directors approved the repurchase of up to an additional \$300 million of the Company's common stock. This new repurchase program

is authorized to be executed through August 2019, and is funded using the Company's available cash and borrowings on the ABL Line of Credit.

During the nine month period ended October 28, 2017, the Company repurchased 2,549,192 shares of its common stock for \$230.7 million, inclusive of commissions, under these share repurchase programs. The amount repurchased during the nine month period ended October 28, 2017 was recorded in the line item "Treasury stock" on the Company's Condensed Consolidated Balance Sheets. As of October 28, 2017, the Company had \$269.0 million remaining under its share repurchase authorization.

The Company is authorized to repurchase, from time to time, shares of its outstanding common stock on the open market or in privately negotiated transactions under its repurchase programs. The timing and amount of stock repurchases will depend on a variety of factors, including the market conditions as well as corporate and regulatory considerations. The share repurchase programs may be suspended, modified or discontinued at any time and the Company has no obligation to repurchase any amount of the Company's common stock under the programs.

## 8. Net Income Per Share

Basic net income per share is calculated by dividing net income by the weighted-average number of common shares outstanding. Dilutive net income per share is calculated by dividing net income by the weighted-average number of common shares and potentially dilutive securities outstanding during the period using the treasury stock method. The following table presents the computation of basic and diluted net income per share:

	<i>(in thousands, except per share data)</i>			
	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>October 28, 2017</u>	<u>October 29, 2016</u>	<u>October 28, 2017</u>	<u>October 29, 2016</u>
<i>Basic net income per share</i>				
Net income	\$ 44,879	\$ 32,404	\$ 144,149	\$ 90,312
Weighted average number of common shares – basic	67,694	70,347	68,611	70,757
Net income per common share – basic	\$ 0.66	\$ 0.46	\$ 2.10	\$ 1.28
<i>Diluted net income per share</i>				
Net income	\$ 44,879	\$ 32,404	\$ 144,149	\$ 90,312
Shares for basic and diluted net income per share:				
Weighted average number of common shares – basic	67,694	70,347	68,611	70,757
Assumed exercise of stock options and vesting of restricted stock	1,847	1,250	2,005	1,245
Weighted average number of common shares – diluted	69,541	71,597	70,616	72,002
Net income per common share – diluted	\$ 0.65	\$ 0.45	\$ 2.04	\$ 1.25

Approximately 325,000 shares and 170,000 shares were excluded from diluted net income per share for the three and nine month periods ended October 28, 2017, respectively, since their effect was anti-dilutive.

Less than 100,000 shares and approximately 105,000 shares were excluded from diluted net income per share for the three and nine month periods ended October 29, 2016, respectively, since their effect was anti-dilutive.

## 9. Stock-Based Compensation

As of October 28, 2017, there were 4,972,757 shares of common stock available for issuance under the Company's 2013 Omnibus Incentive Plan (the 2013 Plan). On May 17, 2017, the Company's stockholders approved an amendment and restatement of the 2013 Plan (the Amended Plan). Among other changes, the Amended Plan includes a new method of reducing the plan's share reserve, commonly referred to as "fungible share" counting. Under this method, restricted stock units, performance awards or other stock-based awards (collectively, Full Value Awards), reduce the share reserve at a ratio of 2 shares for every share subject to the full value award. Prior to the amendment, Full Value Awards reduced the share reserve on a 1-for-1 basis. Stock options and stock appreciation rights continue to reduce the share reserve on a 1-for-1 basis under the Amended Plan. A description of the terms and

conditions of the Amended Plan is set forth in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 31, 2017.

Non-cash stock compensation expense is as follows:

Type of Non-Cash Stock Compensation	(in thousands)			
	Three Months Ended		Nine Months Ended	
	October 28, 2017	October 29, 2016	October 28, 2017	October 29, 2016
Restricted stock grants (a)	\$ 4,189	\$ 2,405	\$ 11,622	\$ 6,397
Stock option grants (a)	2,955	1,760	7,910	4,809
Stock option modification (b)	24	93	123	428
Total (c)	\$ 7,168	\$ 4,258	\$ 19,655	\$ 11,634

- (a) Included in the line item "Selling, general and administrative expenses" in the Company's Condensed Consolidated Statements of Income.
- (b) Represents non-cash compensation related to the May 2013 stock option modification. Amounts are included in the line item "Stock option modification expense" in the Company's Condensed Consolidated Statements of Income. Refer to Note 12 to the Company's Consolidated Financial Statements included in the Fiscal 2016 10-K (entitled "Stock-Based Compensation") for further detail of the Company's May 2013 stock option modification.
- (c) The amounts presented in the table above exclude taxes. For the three and nine month periods ended October 28, 2017, the tax benefit related to the Company's non-cash stock compensation was approximately \$2.4 million and \$5.9 million, respectively. For the three and nine month periods ended October 29, 2016, the tax benefit related to the Company's non-cash stock compensation was approximately \$1.5 million and \$4.3 million, respectively.

#### Stock Options

Stock option transactions during the nine month period ended October 28, 2017 are summarized as follows:

	Number of Shares	Weighted Average Exercise Price Per Share
Options outstanding, January 28, 2017	2,646,123	\$ 22.41
Options granted	590,491	96.96
Options exercised (a)	(457,892)	16.81
Options forfeited	(80,716)	56.52
Options outstanding, October 28, 2017	<u>2,698,006</u>	<u>38.65</u>

- (a) Options exercised during the nine month period ended October 28, 2017 had a total intrinsic value of \$36.0 million.

The following table summarizes information about the stock options vested and expected to vest during the contractual term as of October 28, 2017:

	Options	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Aggregate Intrinsic Value (in millions)
Vested and expected to vest	2,698,006	7.1	\$ 38.65	\$ 144.9

The fair value of each stock option granted during the nine month period ended October 28, 2017 was estimated using the Black Scholes option pricing model using the following assumptions:

	<u>Nine Months Ended</u> <u>October 28,</u> <u>2017</u>
Risk-free interest rate	1.43% - 2.13%
Expected volatility	34% - 37%
Expected life (years)	6.15 - 6.25
Contractual life (years)	10.0
Expected dividend yield	0.0%
Weighted average grant date fair value of options issued	\$ 36.28

The expected dividend yield was based on the Company's expectation of not paying dividends in the foreseeable future. Since the Company completed its initial public offering in October 2013, it does not have sufficient history as a publicly traded company to evaluate its volatility factor. As such, the expected stock price volatility is based upon the historical volatility of the stock price over the expected life of the options of peer companies that are publicly traded. The risk free interest rate was based on the U.S. Treasury rates for U.S. Treasury zero-coupon bonds with maturities similar to those of the expected term of the awards being valued. For grants issued during the nine month period ended October 28, 2017, the expected life of the options was calculated using the simplified method. The simplified method defines the life as the average of the contractual term of the options and the weighted average vesting period for all option tranches. This methodology was utilized due to the short length of time the Company's common stock has been publicly traded.

#### *Restricted Stock Awards*

Restricted stock transactions during the nine month period ended October 28, 2017 are summarized as follows:

	<u>Number of</u> <u>Shares</u>	<u>Weighted</u> <u>Average Grant</u> <u>Date Fair</u> <u>Value Per</u> <u>Awards</u>
Non-vested awards outstanding, January 28, 2017	744,634	\$ 54.28
Awards granted	229,058	94.99
Awards vested (a)	(132,533)	48.92
Awards forfeited	(25,934)	59.68
Non-vested awards outstanding, October 28, 2017	<u>815,225</u>	<u>66.45</u>

(a) Restricted stock awards vested during the nine month period ended October 28, 2017 had a total intrinsic value of \$12.6 million.

The fair value of each share of restricted stock granted during Fiscal 2017 was based upon (a) the closing price of the Company's common stock on the date prior to the grant date for grants made before May 17, 2017 (the date on which the Company's stockholders approved the Amended Plan) and (b) the closing price of the Company's common stock on the grant date for grants made from and after May 17, 2017.

#### **10. Other Liabilities**

Other liabilities primarily consist of deferred lease incentives, the long term portion of self-insurance reserves, the excess of straight-line rent expense over actual rental payments and tax liabilities associated with the uncertain tax positions recognized by the Company in accordance with ASC Topic No. 740, "Income Taxes."

Deferred lease incentives are funds received or receivable from landlords used primarily to offset costs incurred for leasehold improvements and fixturing of new and remodeled stores. These deferred lease incentives are amortized over the expected lease term including rent holiday periods and option periods, where the exercise of the option can be reasonably assured. Amortization of deferred lease incentives is included in the line item "Selling, general and administrative expenses" on the Company's Condensed Consolidated Statements of Income. At October 28, 2017, January 28, 2017 and October 29, 2016, deferred lease incentives were \$200.0 million, \$180.9 million and \$181.3 million, respectively, and are recorded in the line item "Other liabilities" on the Company's Condensed Consolidated Balance Sheets.



## 11. Commitments and Contingencies

### *Legal*

The Company establishes accruals relating to legal claims in connection with litigation to which the Company is party from time to time in the ordinary course of business. Like many retailers, the Company has been named in class or collective actions on behalf of various groups alleging violations of federal and state wage and hour and other labor statutes, and alleged violation of state consumer and/or privacy protection statutes. In the normal course of business, we are also party to various other lawsuits and regulatory proceedings including, among others, commercial, product, product safety, employee, customer, intellectual property and other claims. Actions against us are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties. To determine the likelihood of a loss and/or the measurement of any loss can be complex. Consequently, we are unable to estimate the range of reasonably possible loss in excess of amounts accrued. The Company's assessments are based on estimates and assumptions that have been deemed reasonable by management, but the assessment process relies heavily on estimates and assumptions that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change those estimates and assumptions. While no assurance can be given as to the ultimate outcome of these matters, the Company believes that the final resolution of these actions will not have a material adverse effect on the Company's results of operations, financial position, liquidity or capital resources.

### *Lease Agreements*

The Company enters into lease agreements during the ordinary course of business in order to secure favorable store locations. The Company's minimum lease payments for all operating leases are expected to be \$83.3 million for the remainder of Fiscal 2017 and \$358.9 million, \$349.7 million, \$327.6 million, \$303.5 million and \$1,533.6 million for the fiscal years ended February 2, 2019, February 1, 2020, January 30, 2021, January 29, 2022 and all subsequent years thereafter, respectively. Total future minimum lease payments include \$293.7 million related to options to extend lease terms that are reasonably assured of being exercised and \$443.0 million of minimum lease payments for 54 stores that the Company has committed to open or relocate.

### *Letters of Credit*

The Company had letter of credit arrangements with various banks in the aggregate amount of \$54.2 million, \$53.1 million and \$42.0 million as of October 28, 2017, January 28, 2017 and October 29, 2016, respectively. Among these arrangements, as of October 28, 2017, January 28, 2017 and October 29, 2016, the Company had letters of credit in the amount of \$43.6 million, \$44.2 million and \$31.9 million, respectively, guaranteeing performance under various insurance contracts and utility agreements. In addition, the Company had outstanding letters of credit agreements in the amounts of \$10.6 million, \$8.9 million and \$10.1 million at October 28, 2017, January 28, 2017 and October 29, 2016, respectively, related to certain merchandising agreements. Based on the terms of the agreement governing the ABL Line of Credit, the Company had the ability to enter into letters of credit up to \$380.6 million, \$427.8 million and \$383.7 million as of October 28, 2017, January 28, 2017 and October 29, 2016, respectively.

### *Purchase Commitments*

The Company had \$804.4 million of purchase commitments related to goods that were not received as of October 28, 2017.

### *Death Benefits*

In November 2005, the Company entered into agreements with three of the Company's former executives whereby upon each of their deaths the Company will pay \$1.0 million to each respective designated beneficiary.

## 12. Related Parties

The brother-in-law of one of the Company's Executive Vice Presidents is an independent sales representative of one of the Company's suppliers of merchandise inventory. This relationship predated the commencement of the Executive Vice President's employment with the Company. The Company has determined that the dollar amount of purchases through such supplier represents an insignificant amount of its inventory purchases.

## BURLINGTON STORES, INC.

### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and cash flows as of and for the periods presented below. The following discussion and analysis should be read in conjunction with the Condensed Consolidated Financial Statements and notes thereto included elsewhere in this report and in our Annual Report on Form 10-K related to the fiscal year ended January 28, 2017.*

*In addition to historical information, this discussion and analysis contains forward-looking statements based on current expectations that involve risks, uncertainties and assumptions, such as our plans, objectives, expectations, and intentions. Our actual results and the timing of events may differ materially from those anticipated in these forward-looking statements due to various factors, including those discussed under the section of this Item 2 entitled "Safe Harbor Statement."*

#### Executive Summary

##### *Introduction and Overview of Operating Results*

We are a nationally recognized off-price retailer of high-quality, branded apparel at everyday low prices. We opened our first store in Burlington, New Jersey in 1972, selling primarily coats and outerwear. Since then, we have expanded our store base to 631 stores as of October 28, 2017, inclusive of an internet store, in 45 states and Puerto Rico, and diversified our product categories by offering an extensive selection of in-season, fashion-focused merchandise, including women's ready-to-wear apparel, menswear, youth apparel, baby, footwear, accessories, home and coats. We acquire a broad selection of desirable, first-quality, current-brand, labeled merchandise directly from nationally-recognized manufacturers and other suppliers.

##### *Weather-Related Incidents*

As a result of the effects of certain weather-related incidents during the third quarter of Fiscal 2017, 80 of our stores were closed for at least one day during the quarter. We incurred losses of (i) \$5.9 million related to the net book values of merchandise inventories and (ii) \$9.7 million related to the net book values of property and equipment and other long-lived assets, as well as repair and maintenance costs related to the clean-up of its stores. These costs are recorded in the line items "Cost of sales" and "Selling general and administrative expenses" on our Condensed Consolidated Statements of Income, respectively, for the three and nine months ended October 28, 2017. As of October 31, 2017, we received approximately \$11.7 million of insurance proceeds to offset some of its losses. We allocated \$3.1 million of these proceeds to property and equipment, which is included in the line item "Proceeds from insurance recoveries related to property and equipment," a component of cash flows from investing activities, on our Condensed Consolidated Statements of Cash Flows during the nine months ended October 28, 2017. We are insured at the selling price of the inventory and at replacement costs for the property and equipment and other long-lived assets, less a deductible. We have recorded a \$2.8 million receivable related to these losses as of October 28, 2017, as the collection is deemed probable based on the insurance contracts we had in place at the time of the losses, which is included in the line item "Accounts receivable" on our Condensed Consolidated Balance Sheets.

Highlights from the three month period ended October 28, 2017 compared with the three month period ended October 29, 2016 include the following:

- We generated total revenues of \$1,444.6 million compared with \$1,349.0 million.
- Net sales improved \$95.6 million to \$1,438.2 million (inclusive of a 3.1% comparable store sales increase).
- Gross margin as a percentage of net sales improved to 42.2% compared with 41.2%. Product sourcing costs, which are included in selling, general and administrative expenses, remained consistent with the prior year.
- Selling, general and administrative expenses as a percentage of net sales improved to 33.4% compared with 33.6%.
- We earned net income of \$44.9 million compared with net income of \$32.4 million.
- Adjusted Net Income (as subsequently defined in this Form 10-Q) improved \$12.5 million to \$48.8 million.
- Adjusted EBITDA (as subsequently defined in this Form 10-Q) improved \$24.4 million to \$133.9 million.
- Adjusted Operating Margin (as subsequently defined in this Form 10-Q) improved \$20.0 million to \$88.9 million.

Highlights from the nine month period ended October 28, 2017 compared with the nine month period ended October 29, 2016 include the following:

- We generated total revenues of \$4,165.8 million compared with \$3,898.6 million.
- Net sales improved \$267.6 million to \$4,147.9 million (inclusive of a 2.4% comparable store sales increase).
- Gross margin as a percentage of net sales improved to 41.3% compared with 40.3%. This is on top of an approximate 5 basis point improvement in product sourcing costs, which are included in selling, general and administrative expenses.
- Selling, general and administrative expenses as a percentage of net sales improved to 32.3% compared with 32.5%.
- We earned net income of \$144.1 million compared with net income of \$90.3 million.
- Adjusted Net Income improved \$50.6 million to \$156.8 million.
- Adjusted EBITDA improved \$68.4 million to \$398.1 million.
- Adjusted Operating Margin improved \$57.4 million to \$268.3 million.

#### *Fiscal Year*

Fiscal 2017 is defined as the 53 week year ended February 3, 2018. Fiscal 2016 is defined as the 52 week year ending January 28, 2017.

#### *Store Openings, Closings, and Relocations*

During the nine month period ended October 28, 2017, we opened 47 new stores, inclusive of five relocations, and closed three stores, exclusive of the aforementioned relocations, bringing our store count as of October 28, 2017 to 631 stores, inclusive of an internet store.

#### *Newly Adopted Accounting Standards*

During the first quarter of Fiscal 2017, we adopted the new share based accounting standard. As a result of this standard, we now recognize excess tax benefits as a reduction to the line item "Income tax expense" in our Condensed Consolidated Statements of Income. The adoption of the new standard improved our net income per share during the three and nine month periods ended October 28, 2017 by \$0.04 and \$0.20, respectively, driven by a lower effective tax rate of 430 basis points and 730 basis points, respectively. Refer to Note 1 to our Condensed Consolidated Financial Statements, "Summary of Significant Accounting Policies," for a discussion of recent accounting pronouncements and their impact on our Condensed Consolidated Financial Statements.

#### *Ongoing Initiatives for Fiscal 2017*

We continue to focus on a number of ongoing initiatives aimed at increasing our overall profitability by improving our comparable store sales trends, increasing total sales growth and reducing expenses. These initiatives include, but are not limited to:

- **Driving Comparable Store Sales Growth.**

We intend to continue to increase comparable store sales through the following initiatives:

- *Continuing to Enhance Execution of the Off-Price Model.* We plan to drive comparable store sales by focusing on product freshness to ensure that we consistently deliver newness to the selling floors. We plan to continue to reduce comparable store inventories which we believe will result in faster inventory turnover. We maintain our ability to leverage our "pack and hold" program which is designed to take advantage of terrific buys of either highly desirable branded product or key seasonal merchandise for the next year. While the amount of goods we purchase on pack and hold is purely based on the right opportunities in the marketplace, this continues to be a great avenue to source product. We also intend to use our business intelligence systems to identify sell-through rates by product, capitalize on strong performing categories, identify and buy into new fashion trends and opportunistically acquire products in the marketplace.
- *Sharpening Focus on Our Core Female Customer.* We have focused on better serving our core female customer, a brand-conscious fashion enthusiast, aged 25-49, with an average annual household income of \$25,000-\$75,000, by improving our product offering, store merchandising and marketing focus on women's ready-to-wear apparel and accessories to capture incremental sales from our core female customer and become a destination for her across all categories. We believe that these efforts will increase the frequency of her visits and her average spend, further improving the comparable store sales performance in women's categories.

- *Continuing to Improve Our Customer Experience.* We have significantly enhanced the store experience and ease of shopping at all of our stores by implementing a comprehensive program focused on offering more brands and styles and simplifying store navigation. We have accomplished this by utilizing clear way-finding signs and distinct product signage, highlighting key brands and new arrivals, improving organization of the floor space, reducing rack density, facilitating quicker checkouts and delivering better customer service. We have made particular improvements in product size visibility, queuing and fitting rooms. To ensure consistent execution of our customer experience priorities, we have improved our store associate training and reorganized and strengthened our field management organization. Our much improved store experience continues to resonate with our customers. We continue to refine our online customer survey to provide more actionable customer feedback to stores. Stores develop action plans to address clearly identified areas of focus. Store managers have the ability to review immediate feedback from their customers, and react accordingly.
- *Increasing Our Sales through e-Commerce.* We have been selling to our customers online for more than a decade. We plan to leverage this heritage and continue to utilize e-commerce strategies offering merchandise to our customers while driving incremental traffic to our stores.
- *Enhancing Existing Categories and Introducing New Categories.* We have opportunities to expand the depth and breadth of certain existing categories such as ladies' apparel, children's products, housewares and décor for the home, and beauty as we continue to de-weather our business, and maintain the flexibility to introduce new categories. We believe our gift business will help drive traffic and conversion across all categories, as well as significantly help us "de-weatherize" our business, particularly in the fourth quarter.

- **Expanding and Enhancing Our Retail Store Base.**

We intend to expand and enhance our retail store base through the following initiatives:

- *Adhering to a Market Focused and Financially Disciplined Real Estate Strategy.* We have grown our store base consistently since our founding in 1972, developing more than 99% of our stores organically. We believe there is significant opportunity to expand our retail store base in the United States. Our goal going forward is to open a minimum of 30 net new Burlington Stores annually.
- *Maintaining Focus on Unit Economics and Returns.* We have adopted a market focused approach to new store openings with a specific focus on maximizing sales while achieving attractive unit economics and returns. By focusing on opening stores with attractive unit economics, we are able to achieve attractive returns on capital and continue to grow our margins. We believe that as we continue to reduce our comparable store inventory, we will be able to reduce the square footage of our stores while continuing to maintain our broad assortment.
- *Enhancing the Store Experience Through Store Remodels.* We continue to invest in store remodels on a store-by-store basis where appropriate, taking into consideration the age, sales and profitability of a store, as well as the potential impact to the customer shopping experience. In our remodeled stores, we have typically incorporated new flooring, painting, lighting and graphics, relocated our fitting rooms to maximize productive selling space, added new departments such as home and accessories and made various other improvements as appropriate by location.

- **Enhancing Operating Margins.**

We intend to increase our operating margins through the following initiatives:

- *Optimize Markdowns.* We believe that our markdown system allows us to maximize sales and gross margin dollars based on forward-looking sales forecasts, sell-through targets, and exit dates. This allows us to optimize markdowns at the style and color level by store cluster.
- *Enhance Purchasing Power.* We believe that our increasing size and West Coast buying office provide us with the opportunity to capture incremental buying opportunities and realize economies of scale in our merchandising and non-merchandising purchasing activities.
- *Drive Operating Leverage.* We believe that we will be able to leverage our growing sales over the fixed costs of our business. In addition, we are focused on continuing to improve the efficiency of our corporate and in-store operations.

### ***Uncertainties and Challenges***

As we strive to increase profitability through achieving positive comparable store sales and leveraging productivity initiatives focused on improving the in-store experience, more efficient movement of products from the vendors to the selling floors, and modifying our marketing plans to increase our core customer base and increase our share of our current customers' spending, there are

uncertainties and challenges that we face as an off-price retailer of apparel and accessories for men, women and children and home furnishings that could have a material impact on our revenues or income.

*Seasonality of Sales and Weather Conditions.* Our sales, like most other retailers, are subject to seasonal influences, with the majority of our sales and net income derived during the second half of the year, which includes the back-to-school and holiday seasons.

Weather continues to be a contributing factor to the sale of our clothing. Generally, our sales are higher if the weather is cold during the Fall and warm during the early Spring. Sales of cold weather clothing are increased by early cold weather during the Fall, while sales of warm weather clothing are improved by early warm weather conditions in the Spring. Although we have diversified our product offerings, we believe traffic to our stores is still driven, in part, by weather patterns.

*General Economic Conditions.* Consumer spending habits, including spending for the merchandise that we sell, are affected by, among other things, prevailing global economic conditions, inflation, levels of employment, salaries and wage rates, prevailing interest rates, housing costs, energy costs, commodities pricing, income tax rates and policies, consumer confidence and consumer perception of economic conditions. In addition, consumer purchasing patterns may be influenced by consumers' disposable income, credit availability and debt levels.

A slowdown in the U.S. economy, an uncertain global economic outlook or a credit crisis could adversely affect consumer spending habits resulting in lower net sales and profits than expected on a quarterly or annual basis. Consumer confidence is also affected by the domestic and international political situation. Our financial condition and operations could be impacted by changes in government regulations in areas including, but not limited to, taxes and healthcare. The outbreak or escalation of war, or the occurrence of terrorist acts or other hostilities in or affecting the U.S., could lead to a decrease in spending by consumers. In addition, natural disasters, industrial accidents and acts of war in various parts of the world could have the effect of disrupting supplies and raising prices globally which, in turn, may have adverse effects on the world and U.S. economies and lead to a downturn in consumer confidence and spending.

We closely monitor our net sales, gross margin, expenses and working capital. We have performed scenario planning such that if our net sales decline, we have identified variable costs that could be reduced to partially mitigate the impact of these declines. If we were to experience adverse economic trends and/or if our efforts to counteract the impacts of these trends are not sufficiently effective, there could be a negative impact on our financial performance and position in future fiscal periods.

*Competition and Margin Pressure.* We believe that in order to remain competitive, we must continue to offer brand-name merchandise at a discount to prices offered by other retailers as well as an assortment of merchandise that is appealing to our customers.

The U.S. retail apparel and home furnishings markets are highly fragmented and competitive. We compete for business with department stores, off-price retailers, internet retailers, specialty stores, discount stores, wholesale clubs, and outlet stores as well as with certain traditional, full-price retail chains that have developed off-price concepts. At various times throughout the year, traditional full-price department store chains and specialty shops offer brand-name merchandise at substantial markdowns, which can result in prices approximating those offered by us at our Burlington stores. We anticipate that competition will increase in the future. Therefore, we will continue to look for ways to differentiate our stores from those of our competitors.

The U.S. retail industry continues to face increased pressure on margins as overall challenging retail conditions have led consumers to be more value conscious. Our "open to buy" paradigm, in which we purchase both pre-season and in-season merchandise, allows us the flexibility to purchase less pre-season with the balance purchased in-season and opportunistically. It also provides us with the flexibility to shift purchases between suppliers and categories. This enables us to obtain better terms with our suppliers, which we expect to help offset any rising costs of goods.

Changes to import and export laws could have a direct impact on our income and an indirect impact on consumer prices. Unfortunately, we cannot predict any future changes in such laws.

### **Key Performance Measures**

We consider numerous factors in assessing our performance. Key performance measures used by management include net income, Adjusted Net Income, Adjusted EBITDA, Adjusted Operating Margin (which we may also refer to as Adjusted EBIT), comparable store sales, gross margin, inventory, store payroll as a percentage of net sales and liquidity.

*Net income.* We earned net income of \$44.9 million during the three month period ended October 28, 2017 compared with net income of \$32.4 million during the three month period ended October 29, 2016. We earned net income of \$144.1 million during the

nine month period ended October 28, 2017 compared with net income of \$90.3 million during the nine month period ended October 29, 2016. These improvements were primarily driven by our improved gross margin as well as an improvement in our income tax expense driven by the adoption of the new share based accounting standard. These improvements were partially offset by increases in our selling, general and administrative expenses, as well as depreciation and amortization expense; refer to the section below entitled "Results of Operations" for further explanation.

*Adjusted Net Income, Adjusted EBITDA and Adjusted Operating Margin:* Adjusted Net Income, Adjusted EBITDA and Adjusted Operating Margin are non-GAAP financial measures of our performance.

We define Adjusted Net Income as net income, exclusive of the following items, if applicable: (i) net favorable lease amortization; (ii) costs related to debt amendments; (iii) stock option modification expense; (iv) loss on extinguishment of debt; (v) impairment charges; (vi) amounts related to certain litigation and (vii) other unusual, non-recurring or extraordinary expenses, losses, charges or gains, all of which are tax effected to arrive at Adjusted Net Income.

We define Adjusted EBITDA as net income, exclusive of the following items, if applicable: (i) interest expense, net; (ii) loss on extinguishment of debt; (iii) income tax expense (benefit); (iv) depreciation and amortization; (v) impairment charges; (vi) stock option modification expense; (vii) costs related to debt amendments; (viii) amounts related to certain litigation and (ix) other unusual, non-recurring or extraordinary expenses, losses, charges or gains.

We define Adjusted Operating Margin as net income, exclusive of the following items, if applicable: (i) interest expense, net, (ii) loss on extinguishment of debt, (iii) income tax expense (benefit), (iv) impairment charges, (v) stock option modification expense, (vi) net favorable lease amortization, (vii) costs related to debt amendments, (viii) amounts related to certain litigation and (ix) other unusual, non-recurring or extraordinary expenses, losses, charges or gains.

We present Adjusted Net Income, Adjusted EBITDA and Adjusted Operating Margin because we believe they are useful supplemental measures in evaluating the performance of our business and provide greater transparency into our results of operations. In particular, we believe that excluding certain items that may vary substantially in frequency and magnitude from operating income are useful supplemental measures that assist in evaluating our ability to generate earnings and leverage sales, and to more readily compare these metrics between past and future periods.

Adjusted Net Income has limitations as an analytical tool, and should not be considered either in isolation or as a substitute for net income or other data prepared in accordance with GAAP. Among other limitations, Adjusted Net Income does not reflect:

- the amortization of net favorable leases, which are amortized over the life of the lease;
- costs related to debt amendments that were expensed during the fiscal periods;
- expenses related to our May 2013 stock option modification;
- losses on the extinguishment of debt;
- impairment charges on long-lived assets;
- amounts charged for certain ongoing litigation; or
- other unusual, non-recurring or extraordinary expenses, losses, charges or gains.

During the three and nine months ended October 28, 2017, Adjusted Net Income improved \$12.5 million to \$48.8 million and \$50.6 million to \$156.8 million, respectively. These improvements were primarily driven by our improved gross margin as well as an improvement in our income tax expense driven by the adoption of the new share based accounting standard, partially offset by increased selling, general and administrative expenses and depreciation and amortization expense, net of the tax effect of the adjustments cited above. Refer to the section below entitled "Results of Operations" for further explanation.

The following table shows our reconciliation of net income to Adjusted Net Income for the three and nine months ended October 28, 2017 compared with the three and nine months ended October 29, 2016:

	Three Months Ended		Nine Months Ended	
	October 28, 2017	October 29, 2016	October 28, 2017	October 29, 2016
<b>Reconciliation of net income to Adjusted Net Income:</b>				
Net income	\$ 44,879	\$ 32,404	\$ 144,149	\$ 90,312
Net favorable lease amortization (a)	5,830	5,852	17,751	17,926
Costs related to debt amendments (b)	—	—	—	1,346
Stock option modification expense (c)	26	106	131	520
Loss on extinguishment of debt (b)	—	—	—	3,805
Impairment charges (d)	—	—	988	109
Litigation accrual(e)	—	—	—	1,400
Tax effect (f)	(1,944)	(2,085)	(6,265)	(9,285)
<b>Adjusted Net Income</b>	<b>\$ 48,791</b>	<b>\$ 36,277</b>	<b>\$ 156,754</b>	<b>\$ 106,133</b>

- (a) Net favorable lease amortization represents the non-cash amortization expense associated with favorable and unfavorable leases that were recorded as a result of purchase accounting related to the acquisition of our indirect subsidiary Burlington Coat Factory Warehouse Corporation (BCFWC) on April 13, 2006 by affiliates of Bain Capital Partners, LLC (along with its associated investment funds, or any successor to its investment management business, Bain Capital) in a take private transaction, and are recorded in the line item "Depreciation and amortization" in our Condensed Consolidated Statements of Income.
- (b) Amounts relate to the repricing of our Term Loan Facility during the second quarter of Fiscal 2016.
- (c) Represents expenses incurred as a result of our May 2013 stock option modification.
- (d) Represents impairment charges on long-lived assets.
- (e) Represents amounts charged for certain litigation.
- (f) Tax effect is calculated based on the effective tax rates (before discrete items) for the respective periods, adjusted for the tax effect for the impact of items (a) through (e).

Adjusted EBITDA has limitations as an analytical tool, and should not be considered either in isolation or as a substitute for net income or other data prepared in accordance with GAAP. Among other limitations, Adjusted EBITDA does not reflect:

- our interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- losses on the extinguishment of debt;
- costs related to debt amendments that were expensed during the fiscal periods;
- expenses related to our May 2013 stock option modification;
- impairment charges on long-lived assets;
- our income tax expense or the cash requirements to pay our taxes;
- amounts charged for certain ongoing litigation; or
- other unusual, non-recurring or extraordinary expenses, losses, charges or gains.

In addition, although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will likely have to be replaced in the future, and Adjusted EBITDA measures do not reflect any cash requirements for such replacements.

During the three and nine months ended October 28, 2017, Adjusted EBITDA improved \$24.4 million to \$133.9 million and \$68.4 million to \$398.1 million, respectively. These improvements were primarily driven by our improved gross margin, partially offset by increases in our selling, general and administrative expenses; refer to the section below entitled "Results of Operations" for further explanation.

The following table shows our reconciliation of net income to Adjusted EBITDA for the three and nine months ended October 28, 2017 compared with the three and nine months ended October 29, 2016:

	Three Months Ended		Nine Months Ended	
	October 28, 2017	October 29, 2016	October 28, 2017	October 29, 2016
<b>Reconciliation of net income to Adjusted EBITDA:</b>				
Net income	\$ 44,879	\$ 32,404	\$ 144,149	\$ 90,312
Interest expense	15,351	13,159	43,409	43,196
Interest income	(63)	(14)	(132)	(42)
Loss on extinguishment of debt (a)	—	—	—	3,805
Costs related to debt amendments (a)	—	—	—	1,346
Stock option modification expense (b)	26	106	131	520
Depreciation and amortization	50,836	46,472	147,547	136,630
Impairment charges (c)	—	—	988	109
Litigation accrual (d)	—	—	—	1,400
Tax expense	22,920	17,449	61,998	52,368
<b>Adjusted EBITDA</b>	<b>\$ 133,949</b>	<b>\$ 109,576</b>	<b>\$ 398,090</b>	<b>\$ 329,644</b>

- (a) Amounts relate to the repricing of our Term Loan Facility during the second quarter of Fiscal 2016.  
(b) Represents expenses incurred as a result of our May 2013 stock option modification.  
(c) Represents impairment charges on long-lived assets.  
(d) Represents amounts charged for certain litigation.

Adjusted Operating Margin has limitations as an analytical tool, and should not be considered either in isolation or as a substitute for net income or other data prepared in accordance with GAAP. Among other limitations, Adjusted Operating Margin does not reflect:

- our interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- losses on the extinguishment of debt;
- costs related to debt amendments that were expensed during the fiscal periods;
- expenses related to our May 2013 stock option modification;
- the amortization of net favorable leases, which are amortized over the life of the lease;
- impairment charges on long-lived assets;
- our income tax expense or the cash requirements to pay our taxes;
- amounts charged for certain ongoing litigation; or
- other unusual, non-recurring or extraordinary expenses, losses, charges or gains.

During the three and nine months ended October 28, 2017, Adjusted Operating Margin improved \$20.0 million to \$88.9 million and \$57.4 million to \$268.3 million, respectively. These improvements were primarily driven by our improved gross margin, partially offset by increases in our selling, general and administrative expenses; refer to the section below entitled “Results of Operations” for further explanation.



The following table shows our reconciliation of net income to Adjusted Operating Margin for the three and nine months ended October 28, 2017 compared with the three and nine months ended October 29, 2016:

	<i>(in thousands)</i>			
	Three Months Ended		Nine Months Ended	
	October 28, 2017	October 29, 2016	October 28, 2017	October 29, 2016
<b>Reconciliation of net income to Adjusted Operating Margin:</b>				
Net income	\$ 44,879	\$ 32,404	\$ 144,149	\$ 90,312
Interest expense	15,351	13,159	43,409	43,196
Interest income	(63)	(14)	(132)	(42)
Loss on extinguishment of debt (a)	—	—	—	3,805
Costs related to debt amendments (a)	—	—	—	1,346
Stock option modification expense (b)	26	106	131	520
Net favorable lease amortization (c)	5,830	5,852	17,751	17,926
Impairment charges (d)	—	—	988	109
Litigation accrual (e)	—	—	—	1,400
Tax expense	22,920	17,449	61,998	52,368
<b>Adjusted Operating Margin</b>	<b>\$ 88,943</b>	<b>\$ 68,956</b>	<b>\$ 268,294</b>	<b>\$ 210,940</b>

- (a) Amounts relate to the repricing of our Term Loan Facility during the second quarter of Fiscal 2016.
- (b) Represents expenses incurred as a result of our May 2013 stock option modification.
- (c) Net favorable lease amortization represents the non-cash amortization expense associated with favorable and unfavorable leases that were recorded as a result of purchase accounting related to the acquisition of our indirect subsidiary BCFWC on April 13, 2006 by affiliates of Bain Capital Partners, LLC (along with its associated investment funds, or any successor to its investment management business, Bain Capital) in a take private transaction, and are recorded in the line item “Depreciation and amortization” in our Condensed Consolidated Statements of Income.
- (d) Represents impairment charges on long-lived assets.
- (e) Represents amounts charged for certain litigation.

*Comparable Store Sales.* Comparable store sales measure performance of a store during the current reporting period against the performance of the same store in the corresponding period of the previous year. The method of calculating comparable store sales varies across the retail industry. As a result, our definition of comparable store sales may differ from other retailers.

We define comparable store sales as sales of those stores, including online sales, commencing on the first day of the fiscal month one year after the end of their grand opening activities, which normally conclude within the first two months of operations. Our policy is to remove stores that are closed for seven or more days within a month from our calculation of comparable stores sales for that month. The increase in our comparable store sales was as follows:

	Three Months Ended	Nine Months Ended
October 28, 2017	3.1%	2.4%
October 29, 2016	3.7%	4.5%

During the third quarter of Fiscal 2017, there was one store in August, nineteen stores in September and twelve stores in October that were closed for seven or more days due to weather-related incidents. In accordance with our policy, we removed these stores from our calculation of comparable stores sales for the month(s) in which the stores were closed for seven or more days. In addition, we temporarily closed five stores during the third quarter of Fiscal 2017 for relocation. We have removed these stores from our calculation of comparable stores sales for the month(s) in which the stores were closed for seven or more days, as well as during the month(s) of their grand re-opening activities. Refer to the section below entitled “Results of Operations” for further explanation on the impact of the weather-related incidents on our net sales.

Various factors affect comparable store sales, including, but not limited to, weather conditions, current economic conditions, the timing of our releases of new merchandise and promotional events, the general retail sales environment, consumer preferences and buying trends, changes in sales mix among distribution channels, competition, and the success of marketing programs.

*Gross Margin.* Gross margin is the difference between net sales and the cost of sales. Our cost of sales and gross margin may not be comparable to those of other entities, since some entities may include all of the costs related to their buying and distribution functions, certain store-related costs and other costs, in cost of sales. We include certain of these costs in the line items “Selling, general and administrative expenses” and “Depreciation and amortization” in our Condensed Consolidated Statements of Income. We include in our “Cost of sales” line item all costs of merchandise (net of purchase discounts and certain vendor allowances), inbound

freight, distribution center outbound freight and certain merchandise acquisition costs, primarily commissions and import fees. Gross margin as a percentage of net sales expanded approximately 100 basis points to 42.2% during the three month period ended October 28, 2017, driven primarily by increased merchandise margin. Product sourcing costs, which are included in selling, general and administrative expenses, remained consistent with the prior year. Gross margin as a percentage of net sales expanded approximately 100 basis points to 41.3% during the nine month period ended October 28, 2017, driven primarily by increased merchandise margin. This improvement is on top of a 5 basis point improvement in product sourcing costs, which are included in selling, general and administrative expenses.

*Inventory.* Inventory at October 28, 2017 increased to \$903.7 million compared with \$822.5 million at October 29, 2016. The increase was primarily driven by the inventory required for our 39 net new stores opened since October 29, 2016, as well as a \$33 million increase in our pack and hold inventory. These increases were partially offset by a 2% reduction in our comparable store inventory, as a result of our ongoing initiative to reduce inventory levels and increase inventory turnover. Comparable store inventories were down mid-to-high single digits in both August and September. Toward the end of October, we released gift giving product to ensure our in-store presentations were set in all stores at the beginning of November, which resulted in a smaller reduction in our comparable store inventories. We believe this is a timing issue, and we continue to expect to manage reductions in our comparable store inventories in the mid-to-high single digits for the foreseeable future.

Inventory at January 28, 2017 was \$701.9 million. The increase in inventory from January 28, 2017 reflects the seasonality of our business, as well as the inventory required for our 39 net new stores opened since January 28, 2017.

In order to better serve our customers and maximize sales, we continue to refine our merchandising mix and inventory levels within our stores. By appropriately managing our inventories, we believe we will be better able to deliver a continual flow of fresh merchandise to our customers. We continue to move toward more productive inventories by increasing the amount of current inventory as a percent of total inventory.

Inventory turnover and comparable store inventory turnover are performance metrics that indicate how efficiently inventory is bought and sold. They each measure the length of time that we own our inventory.

Inventory turnover is calculated by dividing cost of goods sold by the 13 month average cost value of our inventory for the period being measured. Our inventory turnover rate improved approximately 12% for the third quarter of Fiscal 2017 compared with the third quarter of Fiscal 2016.

Comparable store inventory turnover is calculated by dividing comparable store sales by the average comparable store retail value of inventory for the period being measured. The comparable store retail value of inventories is estimated based on the original sales price of items on hand reduced by retail reductions (which include sales, markdowns, an estimated shortage adjustment and employee discounts) for our comparable stores. The calculation is based on a rolling 13 month average of inventory (at estimated retail value) and the last 12 months' comparable sales. Our comparable store inventory turnover rate improved approximately 10% during the third quarter of Fiscal 2017 compared with the third quarter of Fiscal 2016.

The difference between inventory turnover and comparable store inventory turnover is primarily the result of the latter not including distribution center and warehouse inventory or inventory at new and non-comparable stores. Inventory held at our warehouses and distribution centers includes merchandise being readied for shipment to our stores and pack and hold inventory acquired opportunistically for future store release. The magnitude of pack and hold inventory, at any one point in time, is dependent on the buying opportunities identified in the marketplace.

We present inventory turnover because it demonstrates how effective we are at managing our inventory. We present comparable store inventory turnover as we believe this is a useful supplemental metric in evaluating the effectiveness of our merchandising efforts, as a faster comparable store inventory turnover generally leads to reduced markdowns and more fresh merchandise in our stores.

*Store Payroll as a Percentage of Net Sales.* Store payroll as a percentage of net sales measures our ability to manage our payroll in accordance with increases or decreases in net sales. The method of calculating store payroll varies across the retail industry. As a result, our store payroll as a percentage of net sales may differ from other retailers. We define store payroll as regular and overtime payroll for all store personnel as well as regional and territory personnel, exclusive of payroll charges related to corporate and warehouse employees. Store payroll as a percentage of net sales was 9.0% and 8.9% during the three and nine month periods ended October 28, 2017, respectively, compared with 9.1% and 8.9% during the three and nine month periods ended October 29, 2016, respectively. We were able to utilize efficiencies realized through the continued simplification of store operating procedures and improvement of execution to offset (i) minimum wage increases at our stores, as well as (ii) store payroll for our Puerto Rico stores with no related sales at the stores that were closed during the third quarter of Fiscal 2017 as a result of the weather-related incidents.

*Liquidity.* Liquidity measures our ability to generate cash. Management measures liquidity through cash flow and working capital position. Cash flow is the measure of cash generated from or used in operating, financing, and investing activities. Cash and cash equivalents decreased \$33.5 million during the nine months ended October 28, 2017, compared with an increase in cash and cash equivalents of \$11.9 million during the nine months ended October 29, 2016. The decrease in our cash flows compared with the prior year was primarily driven by (i) changes in our inventories, (ii) an increase in share repurchases under our share repurchase program, (iii) an increase in our capital expenditures, (iv) the net changes in our deferred taxes, prepaid taxes and income taxes payable, and (v) changes in our incentive compensation accruals. These decreases were partially offset by (i) an increase in the net borrowings on our existing senior secured asset-based revolving credit facility (the ABL Line of Credit), (ii) our improved operating results (iii) changes in our accounts payable driven by the timing of our inventory receipts, as well as (iv) an increase in deferred rent incentives. Refer to the section below entitled “Liquidity and Capital Resources” for further explanation.

Changes in working capital also impact our cash flows. Working capital equals current assets (exclusive of restricted cash) minus current liabilities. We had a working capital deficit at October 28, 2017 of \$5.0 million compared with \$0.6 million at October 29, 2016. We experienced increases in our accounts payable (driven by the timing of our inventory receipts) and other current liabilities (primarily accrued purchases of property and equipment and sales taxes payable) during the nine month period ended October 28, 2017 compared with the nine month period ended October 29, 2016. These increases to working capital were partially offset by increases in our merchandise inventories, accounts receivable and cash and cash equivalents during the nine month period ended October 28, 2017 compared with the nine month period ended October 29, 2016. We had a working capital deficit at January 28, 2017 of \$96.3 million.

## Results of Operations

The following table sets forth certain items in the Condensed Consolidated Statements of Income as a percentage of net sales for the three and nine months ended October 28, 2017 and the three and nine months ended October 29, 2016.

	Percentage of Net Sales			
	Three Months Ended		Nine Months Ended	
	October 28, 2017	October 29, 2016	October 28, 2017	October 29, 2016
Net sales	100.0%	100.0%	100.0%	100.0%
Other revenue	0.4	0.5	0.4	0.5
Total revenue	100.4	100.5	100.4	100.5
Cost of sales	57.8	58.8	58.7	59.7
Selling, general and administrative expenses	33.4	33.6	32.3	32.5
Costs related to debt amendments	—	—	—	0.0
Stock option modification expense	0.0	0.0	0.0	0.0
Depreciation and amortization	3.5	3.5	3.6	3.6
Impairment charges - long-lived assets	—	—	0.0	0.0
Other income - net	(0.1)	(0.1)	(0.2)	(0.2)
Loss on extinguishment of debt	—	—	—	0.1
Interest expense	1.1	1.0	1.0	1.1
Total costs and expenses	95.7	96.8	95.4	96.8
Income before income tax expense	4.7	3.7	5.0	3.7
Income tax expense	1.6	1.3	1.5	1.4
Net income	3.1%	2.4%	3.5%	2.3%

### Three Month Period Ended October 28, 2017 Compared With the Three Month Period Ended October 29, 2016

#### *Net sales*

Net sales improved approximately \$95.6 million, or 7.1%, to \$1,438.2 million during the third quarter of Fiscal 2017, driven by the following:

- an increase in net sales of \$60.0 million from our new and non-comparable stores, net of the approximate \$17 million related to weather-related store closures as discussed below; and
- an increase in comparable store sales of \$40.0 million, or 3.1%, to \$1,313.7 million; partially offset by
- a \$4.4 million decrease related to the net impact of closed stores and other sales adjustments.

We believe that the comparable store sales increase was primarily due to the improved execution of our off-price model. During the third quarter of Fiscal 2017, there was one store in August, nineteen stores in September and twelve stores in October that were closed for seven or more days due to weather-related incidents. In accordance with our policy, we removed these stores from our

calculation of comparable stores sales for the month(s) in which the stores were closed for seven or more days. The impact of these store closures are reflected in the total sales results for the third quarter, and reduced the incremental contribution from new and non-comparable sales by approximately \$17 million.

### **Cost of sales**

Cost of sales as a percentage of net sales improved approximately 100 basis points to 57.8% during the third quarter of Fiscal 2017, driven primarily by increased merchandise margin. Product sourcing costs, which are included in selling, general and administrative expenses, remained consistent with the prior year. On a dollar basis, cost of sales increased \$41.9 million, or 5.3%, for the third quarter of Fiscal 2017, primarily driven by our overall increase in sales.

### **Selling, general and administrative expenses**

Selling, general and administrative expenses as a percentage of net sales improved approximately 20 basis points for the third quarter of Fiscal 2017. The following table details selling, general and administrative expenses for the three month period ended October 28, 2017 compared with the three month period ended October 29, 2016:

	<i>(in millions)</i>					
	<b>Three Months Ended</b>					
	<b>October 28, 2017</b>	<b>Percentage of Net Sales</b>	<b>October 29, 2016</b>	<b>Percentage of Net Sales</b>	<b>\$ Variance</b>	<b>% Change</b>
Store related costs	314.6	21.9%	\$ 293.6	21.9%	\$ 21.0	7.2%
Product sourcing costs	73.1	5.1	68.1	5.1	5.0	7.3
Corporate costs	46.8	3.3	45.3	3.4	1.5	3.3
Marketing and strategy costs	27.1	1.9	27.1	2.0	-	0.0
Other selling, general and administrative expenses	18.6	1.2	17.0	1.2	1.6	9.4
<b>Selling, general and administrative expenses</b>	<b>\$ 480.2</b>	<b>33.4%</b>	<b>\$ 451.1</b>	<b>33.6%</b>	<b>\$ 29.1</b>	<b>6.5%</b>

Store related costs as a percentage of net sales remained consistent during the third quarter of Fiscal 2017. We were able to utilize efficiencies realized through the continued simplification of store operating procedures and improvement of execution to more than offset (i) minimum wage increases at our stores, as well as (ii) store payroll for our Puerto Rico stores with no related sales at the stores that were closed during the third quarter of Fiscal 2017 as a result of the hurricanes. On a dollar basis, the \$21.0 million increase was primarily driven by costs associated with our new and non-comparable stores.

Product sourcing costs remained consistent with the prior year, as we continue to benefit from warehouse labor efficiencies obtained during the year.

Corporate costs as a percentage of net sales improved approximately 10 basis points during the third quarter of Fiscal 2017, primarily driven by an improvement in incentive compensation and our business insurance, partially offset by an increase in our stock based compensation.

Marketing and strategy costs improved 10 basis points during the third quarter of Fiscal 2017, primarily driven by our increased leverage from our national television advertising.

### **Depreciation and amortization**

Depreciation and amortization expense related to the depreciation of fixed assets and the amortization of favorable and unfavorable leases amounted to \$50.8 million during the third quarter of Fiscal 2017 compared with \$46.5 million during the third quarter of Fiscal 2016. The increase was primarily driven by our new and non-comparable stores.

### **Interest expense**

Interest expense increased \$2.2 million to \$15.4 million, primarily driven by an increase in the average interest rate on our Term Loan Facility, as well as the amortization of the financing costs associated with our interest rate cap contracts being reclassified from accumulated other comprehensive income into interest expense.

Our average interest rates and average balances related to our Term Loan Facility and our ABL Line of Credit, for the third quarter of Fiscal 2017 compared with the third quarter of Fiscal 2016, are summarized in the table below:

	Three Months Ended	
	October 28, 2017	October 29, 2016
Average interest rate – ABL Line of Credit	2.7%	1.8%
Average interest rate – Term Loan Facility	4.0%	3.5%
Average balance – ABL Line of Credit (in millions)	\$ 147.4	\$ 201.4
Average balance – Term Loan Facility (in millions)	\$ 1,117.0	\$ 1,117.0

#### ***Income tax expense***

Income tax expense was \$22.9 million during the third quarter of Fiscal 2017 compared with \$17.4 million during the third quarter of Fiscal 2016. The effective tax rate for the third quarter of Fiscal 2017 was 33.8% compared with 35.0% during the third quarter of Fiscal 2016. The improvement in the effective tax rate was primarily the result of the adoption of the new share based accounting standard, which lowered our effective tax rate by approximately 430 basis points. This improvement from the prior year was partially offset by favorability from federal hiring credits in the prior year.

In accordance with ASC Topic No. 270, “Interim Reporting” (Topic No. 270), and ASC Topic No. 740, “Income Taxes” (Topic No. 740), at the end of each interim period we are required to determine the best estimate of our annual effective tax rate and then apply that rate in providing for income taxes on a current year-to-date (interim period) basis. Use of this methodology during the third quarter of Fiscal 2017 resulted in an annual effective income tax rate of 37.0% (before discrete items) as our best estimate. This is consistent with the projected annual effective income tax rate for the third quarter of Fiscal 2016 of 37.0% (before discrete items).

#### ***Net income***

We earned net income of \$44.9 million for the third quarter of Fiscal 2017 compared with net income of \$32.4 million for the third quarter of Fiscal 2016. This improvement was primarily driven by our improved gross margin, as well as an improvement in our income tax expense driven by the adoption of the new share based accounting standard. These improvements were partially offset by increases in our selling, general and administrative expenses and depreciation and amortization expense.

#### **Nine Month Period Ended October 28, 2017 Compared With the Nine Month Period Ended October 29, 2016**

#### ***Net sales***

Net sales improved approximately \$267.6 million, or 6.9%, to \$4,147.9 million during the nine month period ended October 28, 2017, driven primarily by the following:

- an increase in net sales of \$194.8 million from our new and non-comparable stores, net of the approximate \$17 million related to weather-related store closures as discussed below, and
- an increase in comparable store sales of \$89.9 million, or 2.4%, to \$3,873.0 million; partially offset by
- a \$17.1 million decrease related to the net impact of closed stores and other sales adjustments.

We believe that the comparable store sales increase was primarily due to the improved execution of our off-price model. During the third quarter of Fiscal 2017, there was one store in August, nineteen stores in September and twelve stores in October that were closed for seven or more days due to weather-related incidents. In accordance with our policy, we removed these stores from our calculation of comparable stores sales for the month(s) in which the stores were closed for seven or more days. The impact of these store closures are reflected in the total sales results for the third quarter, and reduced the incremental contribution from new and non-comparable sales by approximately \$17 million.

#### ***Cost of sales***

Cost of sales as a percentage of net sales improved approximately 100 basis points to 58.7% during the nine month period ended October 28, 2017, driven primarily by increased merchandise margin. This improvement is in addition to the 5 basis point improvement in product sourcing costs, which are included in selling, general and administrative expenses. On a dollar basis, cost of sales increased \$120.1 million, or 5.2%, primarily driven by our overall increase in sales.

### ***Selling, general and administrative expenses***

Selling, general and administrative expenses as a percentage of net sales improved approximately 20 basis points during the nine month period ended October 28, 2017. The following table details selling, general and administrative expenses for the nine month period ended October 28, 2017 compared with the nine month period ended October 29, 2016:

	<i>(in millions)</i>					
	<b>Nine Months Ended</b>					
	<b>October 28, 2017</b>	<b>Percentage of Net Sales</b>	<b>October 29, 2016</b>	<b>Percentage of Net Sales</b>	<b>\$ Variance</b>	<b>% Change</b>
Store related costs	\$ 892.8	21.5%	\$ 836.6	21.6%	\$ 56.2	6.7%
Product sourcing costs	204.4	4.9	193.0	5.0	11.4	5.9
Corporate costs	134.8	3.3	125.6	3.2	9.2	7.3
Marketing and strategy costs	56.7	1.4	57.8	1.5	(1.1)	(1.9)
Other selling, general and administrative expenses	49.5	1.2	48.6	1.2	0.9	1.9
<b>Selling, general and administrative expenses</b>	<b>\$ 1,338.2</b>	<b>32.3%</b>	<b>\$ 1,261.6</b>	<b>32.5%</b>	<b>\$ 76.6</b>	<b>6.1%</b>

Store related costs as a percentage of net sales improved approximately 5 basis points during the nine month period ended October 28, 2017, driven by leverage in occupancy costs. We were able to utilize efficiencies realized through the continued simplification of store operating procedures and improvement of execution to offset (i) minimum wage increases at our stores, as well as (ii) store payroll for our Puerto Rico stores with no related sales at the stores that were closed during the third quarter of Fiscal 2017 as a result of the hurricanes. On a dollar basis, the \$56.2 million increase was primarily driven by costs related to our new and non-comparable stores.

Product sourcing costs as a percentage of net sales improved approximately 5 basis points during the nine month period ended October 28, 2017, on top of a 100 basis point improvement in cost of sales. The improvement in product sourcing costs as a percentage of net sales was driven primarily by warehouse labor efficiencies obtained during the year.

The increase in corporate costs was primarily driven by an increase in our stock based compensation.

Marketing and strategy costs improved 10 basis points during the nine month period ended October 28, 2017, primarily driven by our increased leverage from our national television advertising.

### ***Depreciation and amortization***

Depreciation and amortization expense related to the depreciation of fixed assets and the amortization of favorable and unfavorable leases amounted to \$147.5 million during the nine month period ended October 28, 2017 compared with \$136.6 million during the nine month period ended October 29, 2016. The increase in depreciation and amortization expense was primarily driven by our new and non-comparable stores.

### ***Interest expense***

Interest expense increased \$0.2 million to \$43.4 million, primarily driven an increase in the amortization of the financing costs associated with our interest rate cap contracts, partially offset by the repricing of our Term Loan Facility during the second quarter of Fiscal 2016 and a decrease in the average outstanding balance on our ABL Line of Credit.

Our average interest rates and average balances related to our Term Loan Facility and our ABL Line of Credit, for the nine month period ended October 28, 2017 compared with prior year, are summarized in the table below:

	<b>Nine Months Ended</b>	
	<b>October 28, 2017</b>	<b>October 29, 2016</b>
Average interest rate – ABL Line of Credit	2.7%	1.8%
Average interest rate – Term Loan Facility	3.8%	4.0%
Average balance – ABL Line of Credit (in millions)	\$ 86.1	\$ 216.8
Average balance – Term Loan Facility (in millions)	\$ 1,117.0	\$ 1,117.0

### ***Income tax expense***

Income tax expense was \$62.0 million during the nine month period ended October 28, 2017 compared with \$52.4 million during the nine month period ended October 29, 2016. The effective tax rate for the nine month period ended October 28, 2017 was 30.1% compared with 36.7% during the nine month period ended October 29, 2016. The improvement in the effective tax rate was primarily the result of the adoption of the new share based accounting standard, which lowered our effective tax rate by approximately 730 basis points. This improvement was partially offset by favorability from federal hiring credits in the prior year.

In accordance with Topic No. 270 and Topic No. 740, at the end of each interim period we are required to determine the best estimate of our annual effective tax rate and then apply that rate in providing for income taxes on a current year-to-date (interim period) basis. Use of this methodology during the nine month period ended October 28, 2017 resulted in an annual effective income tax rate of 37.0% (before discrete items) as our best estimate. This is consistent with the projected annual effective income tax rate during the nine month period ended October 29, 2016 of 37.0% (before discrete items).

### ***Net income***

We earned net income of \$144.1 million during the nine month period ended October 28, 2017 compared with net income of \$90.3 million for the nine month period ended October 29, 2016. The improvement in our net income was primarily driven by our improved gross margin, as well as an improvement in our income tax expense driven by the adoption of the new share based accounting standard. These improvements were partially offset by increases in our selling, general and administrative expenses and depreciation and amortization expense.

### ***Liquidity and Capital Resources***

Our ability to satisfy interest payment and future principal payment obligations on our outstanding debt will depend largely on our future performance which, in turn, is subject to prevailing economic conditions and to financial, business and other factors beyond our control. If we do not have sufficient cash flow to service interest payment and future principal payment obligations on our outstanding indebtedness and if we cannot borrow or obtain equity financing to satisfy those obligations, our business and results of operations will be materially adversely affected. We cannot be assured that any replacement borrowing or equity financing could be successfully completed on terms similar to our current financing agreements, or at all.

We believe that cash generated from operations, along with our existing cash and our ABL Line of Credit, will be sufficient to fund our expected cash flow requirements and planned capital expenditures for at least the next twelve months as well as the foreseeable future. However, there can be no assurance that we would be able to offset declines in our comparable store sales with savings initiatives in the event that the economy declines.

### ***Cash Flow for the Nine Month Period Ended October 28, 2017 Compared With the Nine Month Period Ended October 29, 2016***

We used \$33.5 million of cash flow during the nine month period ended October 28, 2017 compared with a generation of \$11.9 million during the nine month period ended October 29, 2016.

Net cash provided by operating activities amounted to \$221.5 million during the nine month period ended October 28, 2017 compared with \$298.2 million during the nine month period ended October 29, 2016. The decrease in our operating cash flows was primarily driven by changes in our merchandise inventories, the net changes in our deferred taxes, prepaid taxes and income taxes payable, as well as changes in our incentive compensation accruals. These decreases were partially offset by our improved operating results and changes in our accounts payable driven by the timing of our inventory receipts as well as increases in our deferred rent incentives.

Net cash used in investing activities was \$188.4 million during the nine month period ended October 28, 2017 compared with \$137.5 million during the nine month period ended October 29, 2016. This change was primarily the result of an increase in capital expenditures related to our store expenditures (new stores, store refreshes and remodels and other store expenditures) and our overall supply chain initiatives.

Net cash used in financing activities was \$66.6 million during the nine month period ended October 28, 2017 compared with a use of \$148.8 million during the nine month period ended October 29, 2016. This change was primarily driven by an increase in the net borrowings on our ABL Line of Credit during the first nine months of Fiscal 2017 compared to the first nine months of Fiscal 2016, partially offset by an increase in share repurchases under our share repurchase program.

Cash flow and working capital levels assist management in measuring our ability to meet our cash requirements. Changes in working capital also impact our cash flows. We had a working capital deficit at October 28, 2017 of \$5.0 million compared with a

working capital deficit of \$0.6 million at October 29, 2016. Refer to the previous section entitled “Key Performance Measures” for explanation of the changes in our working capital. We had a working capital deficit at January 28, 2017 of \$96.3 million.

### ***Capital Expenditures***

For the nine month period ended October 28, 2017, cash spend for capital expenditures, net of \$33.6 million of landlord allowances and \$3.1 million of proceeds from insurance recoveries related to property and equipment, amounted to \$155.9 million. We estimate that we will spend approximately \$215 million, net of approximately \$55 million of landlord allowances and proceeds from insurance recoveries, in capital expenditures during Fiscal 2017, including approximately \$120 million, net of the previously mentioned landlord allowances, for store expenditures (new stores, store refreshes and remodels and other store expenditures). In addition, we estimate that we will spend approximately \$50 million to support our supply chain initiatives, with the remaining capital used to support our information technology and other business initiatives.

### ***Share Repurchase Programs***

On November 15, 2016, our Board of Directors authorized the repurchase of up to \$200 million of our common stock, which we completed during the third quarter of Fiscal 2017. On August 16, 2017, our Board of Directors approved the repurchase of up to an additional \$300 million of our common stock. This new repurchase program is authorized to be executed through August 2019, and is funded using our available cash and borrowings on our ABL Line of Credit.

During the nine month period ended October 28, 2017, we repurchased 2,549,192 shares of our common stock for \$230.7 million, inclusive of commissions, under these share repurchase programs. As of October 28, 2017, we had \$269.0 million remaining under our share repurchase authorization.

We are authorized to repurchase, from time to time, shares of our outstanding common stock on the open market or in privately negotiated transactions under its repurchase programs. The timing and amount of stock repurchases will depend on a variety of factors, including the market conditions as well as corporate and regulatory considerations. The share repurchase programs may be suspended, modified or discontinued at any time and we have no obligation to repurchase any amount of our common stock under the programs.

### ***Dividends***

We currently do, and intend to continue to, retain all available funds and any future earnings to fund all of the Company's capital expenditures, business initiatives, and to support any potential opportunistic capital structure initiatives. Therefore, at this time, we do not anticipate paying cash dividends in the near term. Our ability to pay dividends on our common stock will be limited by restrictions on the ability of our subsidiaries to pay dividends or make distributions under the terms of current and any future agreements governing our indebtedness. Any future determination to pay dividends will be at the discretion of our Board of Directors, subject to compliance with covenants in our current and future agreements governing our indebtedness, and will depend upon our results of operations, financial condition, capital requirements and other factors that our Board of Directors deems relevant.

In addition, since we are a holding company, substantially all of the assets shown on our consolidated balance sheets are held by our subsidiaries. Accordingly, our earnings, cash flow and ability to pay dividends are largely dependent upon the earnings and cash flows of our subsidiaries and the distribution or other payment of such earnings to us in the form of dividends.

### ***Operational Growth***

During the nine month period ended October 28, 2017, we opened 47 new stores, inclusive of five relocations, and closed three stores, exclusive of the aforementioned relocations, bringing our store count as of October 28, 2017 to 631 stores (inclusive of one internet store). We continue to pursue our growth plans and invest in capital projects that meet our financial requirements. For the full year, we expect to open a total of 48 new stores, inclusive of five relocations, and close six stores, exclusive of the aforementioned relocations, resulting in the opening of a total of 37 net new stores during Fiscal 2017, ending the year at 629 stores.

We continue to explore expansion opportunities both within our current market areas and in other regions. We believe that our ability to find satisfactory locations for our stores is essential for the continued growth of our business. The opening of stores generally is contingent upon a number of factors including, but not limited to, the availability of desirable locations with suitable structures and the negotiation of acceptable lease terms. There can be no assurance, however, that we will be able to find suitable locations for new stores or that even if such locations are found and acceptable lease terms are obtained, we will be able to open the number of new stores presently planned. Assuming that appropriate locations are identified, we believe that we will be able to execute our growth strategy without significantly impacting our current stores.



## **Debt**

As of October 28, 2017, our obligations include \$1,112.9 million, inclusive of original issue discount, under our Term Loan Facility and \$165.2 million of outstanding borrowings on our ABL Facility. Our debt obligations also include \$22.5 million of capital lease obligations as of October 28, 2017.

### *Term Loan Facility*

At October 28, 2017, our borrowing rate related to the Term Loan Facility was 4.0%.

On November 17, 2017, we entered into Amendment No. 6 (the Sixth Amendment) to the Term Loan Credit Agreement (as amended, the Amended Term Loan Credit Agreement) governing our Term Loan Facility. The Sixth Amendment, among other things, reduced the interest rate margins applicable to the Term Loan Facility from 1.75% to 1.50% in the case of prime rate loans, and from 2.75% to 2.50% in the case of LIBOR loans, with the LIBOR floor continuing to be 0.75%. The Sixth Amendment also extended the maturity date from August 13, 2021 to November 17, 2024. The Sixth Amendment was accomplished by replacing the outstanding \$1,117.0 million principal amount of term B-4 loans with a like aggregate principal amount of term B-5 loans. We are required to make quarterly payments of \$2.8 million on the Term B-5 Loans, due on the last fiscal day of each quarter, with the balance due upon maturity. As a result of this transaction, we will incur approximately a \$3 million charge to loss on extinguishment of debt and approximately a \$1 million charge to costs related to debt amendments in the fourth quarter of Fiscal 2017.

### *ABL Line of Credit*

At October 28, 2017, we had \$380.6 million available under the ABL Line of Credit. The maximum borrowings under the facility during the nine month period ended October 28, 2017 amounted to \$235.5 million. Average borrowings during the nine month period ended October 28, 2017 amounted to \$86.1 million at an average interest rate of 2.7%.

## **Certain Information Concerning Contractual Obligations**

The Company had \$804.4 million of purchase commitments related to goods that were not received as of October 28, 2017. There were no other significant changes regarding our obligations to make future payments under current contracts from those included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

## **Critical Accounting Policies and Estimates**

Our Condensed Consolidated Financial Statements have been prepared in accordance with GAAP. We believe there are several accounting policies that are critical to understanding our historical and future performance as these policies affect the reported amounts of revenues and other significant areas that involve management's judgments and estimates. The preparation of our Condensed Consolidated Financial Statements requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities; (ii) the disclosure of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements; and (iii) the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to revenue recognition, inventories, long-lived assets, intangible assets, goodwill, insurance reserves and income taxes. Historical experience and various other factors that are believed to be reasonable under the circumstances form the basis for making estimates and judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. A critical accounting estimate meets two criteria: (1) it requires assumptions about highly uncertain matters and (2) there would be a material effect on the consolidated financial statements from either using a different, although reasonable, amount within the range of the estimate in the current period or from reasonably likely period-to-period changes in the estimate.

Our critical accounting policies and estimates are consistent with those disclosed in Note 1 to the audited Consolidated Financial Statements, "Summary of Significant Accounting Policies," included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

## **Safe Harbor Statement**

This report contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about us, the industry in which we operate and other matters, as well as management's beliefs and assumptions and other statements regarding matters that are not historical facts. For example, when we use words such as "projects," "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "should," "would," "could," "will," "opportunity," "potential" or "may," variations of such words or other words that convey uncertainty of future events or outcomes, we are making forward-looking statements within the

meaning of Section 27A of the Securities Act of 1933 (Securities Act) and Section 21E of the Securities Exchange Act of 1934 (Exchange Act). Our forward-looking statements are subject to risks and uncertainties. Such statements include, but are not limited to, proposed store openings and closings, proposed capital expenditures, projected financing requirements, proposed developmental projects, projected sales and earnings, our ability to maintain selling margins, and the effect of the adoption of recent accounting pronouncements on our consolidated financial position, results of operations and cash flows. Actual events or results may differ materially from the results anticipated in these forward-looking statements as a result of a variety of factors. While it is impossible to identify all such factors, factors that could cause actual results to differ materially from those estimated by us include: competition in the retail industry, seasonality of our business, adverse weather conditions, changes in consumer preferences and consumer spending patterns, import risks, inflation, general economic conditions, our ability to implement our strategy, our substantial level of indebtedness and related debt-service obligations, restrictions imposed by covenants in our debt agreements, availability of adequate financing, our dependence on vendors for our merchandise, events affecting the delivery of merchandise to our stores, existence of adverse litigation, availability of desirable locations on suitable terms, and other risks discussed from time to time in our filings with the Securities and Exchange Commission (SEC).

Many of these factors are beyond our ability to predict or control. In addition, as a result of these and other factors, our past financial performance should not be relied on as an indication of future performance. The cautionary statements referred to in this section also should be considered in connection with any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this report might not occur. Furthermore, we cannot guarantee future results, events, levels of activity, performance or achievements.

#### **Recent Accounting Pronouncements**

Refer to Note 1 to our Condensed Consolidated Financial Statements, “Summary of Significant Accounting Policies,” for a discussion of recent accounting pronouncements and their impact in our Condensed Consolidated Financial Statements.

#### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

There were no material changes to our quantitative and qualitative disclosures about market risk from those included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

#### **Item 4. Controls and Procedures.**

Our management team, under the supervision and with the participation of our principal executive officer and our principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act), as of the last day of the fiscal period covered by this report, October 28, 2017. The term disclosure controls and procedures means our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of October 28, 2017.

During the quarter ended October 28, 2017, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II—OTHER INFORMATION**

#### **Item 1. Legal Proceedings.**

Like many retailers, we have been named in class or collective actions on behalf of various groups alleging violations of federal and state wage and hour and other labor statutes, and alleged violation of state consumer and/or privacy protection statutes. In the normal course of business, we are also party to various other lawsuits and regulatory proceedings including, among others, commercial, product, product safety, employee, customer, intellectual property and other claims. Actions against us are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties. To determine the likelihood of a loss and/or the measurement of any loss can be complex. Consequently, we are unable to estimate the range of

reasonably possible loss in excess of amounts accrued. Our assessments are based on estimates and assumptions that have been deemed reasonable by management, but the assessment process relies heavily on estimates and assumptions that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change those estimates and assumptions. While no assurance can be given as to the ultimate outcome of these matters, we believe that the final resolution of these actions will not have a material adverse effect on our results of operations, financial position, liquidity or capital resources.

**Item 1A. Risk Factors.**

There have been no material changes in our risk factors from those disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

*Purchases of Equity Securities by the Issuer and Affiliated Purchasers*

The following table provides information regarding our purchases of common stock during the three fiscal months ended October 28, 2017:

Month	Total Number of Shares Purchased(1)	Average Price Paid Per Share(2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(3)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in thousands)
July 30, 2017 through August 26, 2017	343,145	\$ 84.62	342,468	\$ 309,857
August 27, 2017 through September 30, 2017	354,915	\$ 87.54	354,600	278,817
October 1, 2017 through October 28, 2017	115,295	\$ 91.72	107,509	268,979
<b>Total</b>	<u>813,355</u>		<u>804,577</u>	

- (1) The number of shares purchased between July 30, 2017 and August 26, 2017, between August 27, 2017 and September 30, 2017 and between October 1, 2017 and October 28, 2017 include 677; 315 and 7,786 shares, respectively, which were withheld for tax payments due upon the vesting of employee restricted stock awards, and do not reduce the dollar value that may yet be purchased under our publicly announced share repurchase program.
- (2) Includes commissions for the shares repurchased under our publicly announced share repurchase program.
- (3) On November 15, 2016, our Board of Directors authorized the repurchase of up to \$200 million of our common stock, which we completed during the third quarter of Fiscal 2017. On August 16, 2017, our Board of Directors approved the repurchase of up to an additional \$300 million of our common stock. This new repurchase program is authorized to be executed through August 2019. As of October 28, 2017, we had \$269.0 million available for purchase under this share repurchase program. For a further discussion of our share repurchase program, see “Part I, Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Share Repurchase Program.”

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

<u>Exhibit</u>	<u>Description</u>
31.1†	<a href="#"><u>Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
31.2†	<a href="#"><u>Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
32.1†	<a href="#"><u>Certification of Principal Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
32.2†	<a href="#"><u>Certification of Principal Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase
101.DEF†	XBRL Taxonomy Extension Definition Linkbase
101.LAB†	XBRL Taxonomy Extension Label Linkbase
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase

† Filed herewith.

**SIGNATURES**

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 thereunto duly authorized.

**BURLINGTON STORES, INC.**

/s/ Thomas A. Kingsbury

Thomas A. Kingsbury  
Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Marc Katz

Marc Katz  
Chief Financial Officer/Principal  
(Principal Financial Officer)

Date: November 21, 2017

I, Thomas A. Kingsbury, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Burlington Stores, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 21, 2017

/s/ Thomas A. Kingsbury  
Thomas A. Kingsbury  
Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

I, Marc Katz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Burlington Stores, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 21, 2017

/s/ Marc Katz

Marc Katz  
Chief Financial Officer/Principal  
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Burlington Stores, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended October 28, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas A. Kingsbury, Chairman, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial position and results of operations of the Company.

Date: November 21, 2017

/s/ Thomas A. Kingsbury

Thomas A. Kingsbury  
Chairman, President and Chief Executive Officer  
(Principal Executive Officer)



**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Burlington Stores, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended October 28, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Marc Katz, Chief Financial Officer/Principal of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial position and results of operations of the Company.

Date: November 21, 2017

/s/ Marc Katz

Marc Katz  
Chief Financial Officer/Principal  
(Principal Financial Officer)

