

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported): May 19, 2021

**Burlington**

**BURLINGTON STORES, INC.**

(Exact Name of Registrant As Specified In Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36107**  
(Commission  
File Number)

**80-0895227**  
(IRS Employer  
Identification No.)

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

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

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

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

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

The Company held its annual meeting of stockholders (the “Annual Meeting”) on May 19, 2021. A total of 62,444,746 shares of the Company’s common stock, representing 93.84% of the shares outstanding and eligible to vote and constituting a quorum, were voted at the Annual Meeting. The Company’s stockholders voted on the following proposals at the Annual Meeting:

- the election of four directors of the Company to serve for a term of three years;
- the ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered certified public accounting firm for the fiscal year ending January 29, 2022;
- an advisory vote regarding the compensation of the Company’s named executive officers; and
- a stockholder proposal regarding the setting of target amounts for CEO compensation.

The proposals are described in more detail in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 1, 2021. The final voting results with respect to each proposal are set forth below.

**1. Election of Directors**

<i>Name</i>	<i>For</i>	<i>Against</i>	<i>Abstained</i>	<i>Broker Non-Votes</i>
Michael Goodwin	61,210,249	74,973	15,266	1,144,258
William McNamara	60,415,108	878,918	6,462	1,144,258
Michael O’Sullivan	61,214,926	79,161	6,401	1,144,258
Jessica Rodriguez	60,830,068	455,157	15,263	1,144,258

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

<i>For</i>	<i>Against</i>	<i>Abstained</i>	<i>Broker Non-Votes</i>
60,252,468	2,184,778	7,500	0

**3. Advisory Vote on Compensation of Named Executive Officers**

<i>For</i>	<i>Against</i>	<i>Abstained</i>	<i>Broker Non-Votes</i>
58,616,874	2,674,814	8,800	1,144,258

**4. Stockholder Proposal Regarding the Setting of Target Amounts for CEO Compensation**

<i>For</i>	<i>Against</i>	<i>Abstained</i>	<i>Broker Non-Votes</i>
4,831,237	56,082,686	386,565	1,144,258

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**SIGNATURE**

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

**BURLINGTON STORES, INC.**

/s/ David Glick

David Glick

Senior Vice President of Investor Relations  
and Treasurer

Date: May 25, 2021