

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Metheny Mike</u>  (Last) (First) (Middle) <u>2006 ROUTE 130 NORTH</u>  (Street) <u>FLORENCE NJ 08518</u>  (City) (State) (Zip)			<u>Burlington Stores, Inc. [ BURL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2014</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		Director 10% Owner Officer (give title below) Other (specify below) <u>Executive Vice President</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/16/2014		M		853	A	\$0.79	19,179	D	
Common Stock	12/16/2014		M		4,214	A	\$5.02	23,393	D	
Common Stock	12/16/2014		M		4,498	A	\$5.02	27,891	D	
Common Stock	12/16/2014		S		9,565	D	\$46.3484 <sup>(1)</sup>	18,326	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$0.79	12/16/2014		M		853	(2)	05/22/2022	Common Stock	22,851	\$0	21,998	D
Employee Stock Option (right to buy)	\$5.02	12/16/2014		M		4,214	(3)	05/10/2021	Common Stock	7,880	\$0	3,666	D
Employee Stock Option (right to buy)	\$5.02	12/16/2014		M		4,498	(4)	05/22/2022	Common Stock	18,337	\$0	13,839	D

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.34 to \$46.40, inclusive. The reporting person undertakes to provide to Burlington Stores, Inc., any security holder of Burlington Stores, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- The options are currently exercisable as to 40% of the shares and become exercisable as to an additional 20% of the shares on May 22, 2015, as to an additional 20% of the shares on May 22, 2016, and as to the remaining 20% of the shares on May 22, 2017.
- The options are currently exercisable as to 60% of the shares and become exercisable as to an additional 20% of the shares on May 10, 2015 and as to the remaining 20% of the shares on May 10, 2016.
- The options are currently exercisable as to 40% of the shares and become exercisable as to an additional 20% of the shares on May 22, 2015, as to an additional 20% of the shares on May 22, 2016, and as to the remaining 20% of the shares on May 22, 2017.

/s/ Christopher Schaub, as  
attorney-in-fact for Mike  
Metheny

12/17/2014

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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