

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|  |         |          |  |  |  |   |  |  |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person *<br><u>Vecchio Jennifer</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Burlington Stores, Inc. [ BURL ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Merchandising Officer</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/11/2015</u>                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                       |  |  |
| <u>2006 ROUTE 130 NORTH</u>  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |  |  |   |  |  |
| (Street)<br><u>BURLINGTON NJ 08016</u>                               |         |          |  |  |  |   |  |  |
| (City) (State) (Zip)   |         |          |  |  |  |   |  |  |

**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      |   |  |   |
| <u>Common Stock<sup>(1)</sup></u> | <u>05/11/2015</u>                    |  | <u>A</u>                       |   | <u>5,365</u>  | <u>A</u>   | <u>\$0</u> | <u>5,965</u>  | <u>D</u>   |   |

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

| 1. Title of Derivative Security (Instr. 3)  | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                   | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-------------------|---|--|--|---|--|-------|
|   |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date   |   |  |  |   |  | Title |
| <u>Employee Stock Option (right to buy)</u> | <u>\$53.01</u>   | <u>05/11/2015</u>                    |  | <u>A</u>                       |   | <u>37,016</u>  |     | <u>(2)</u>   | <u>05/11/2025</u> | <u>Common Stock</u>   | <u>37,016</u>                              | <u>\$0</u>   | <u>37,016</u>   | <u>D</u>   |       |

**Explanation of Responses:**

1. Restricted common stock granted on May 11, 2015, vesting one-quarter on each of the first four anniversaries of the grant date.
2. The options become exercisable as to 25% of the shares on May 11, 2016, as to an additional 25% of the shares on May 11, 2017, as to an additional 25% of the shares on May 11, 2018, and as to the remaining 25% of the shares on May 11, 2019.

/s/ Christopher Schaub as attorney-in-fact for Jennifer Vecchio 05/13/2015

\*\* Signature of Reporting Person Date

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

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

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.