

**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

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

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u>  (Last) (First) (Middle) JOHN HANCOCK TOWER 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Burlington Stores, Inc. [ BURL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/12/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/12/2015		J <sup>(5)</sup>		1,200,360 <sup>(5)</sup>	D	\$0.00	23,789,794	I	See Footnotes <sup>(1)(2)</sup> (3)(4)(5)

**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)		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					

1. Name and Address of Reporting Person\*  
BAIN CAPITAL INVESTORS LLC  
 (Last) (First) (Middle)  
 JOHN HANCOCK TOWER  
 200 CLARENDON STREET  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BCIP Associates-G  
 (Last) (First) (Middle)  
 JOHN HANCOCK TOWER, 200 CLARENDON ST.  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BCIP TCV, LLC  
 (Last) (First) (Middle)  
 JOHN HANCOCK TOWER

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Bain Capital Integral Investors, LLC

(Last)

(First)

(Middle)

C/O BAIN CAPITAL INVESTORS, LLC  
JOHN HANCOCK TOWER, 200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Bain Capital Fund IX, LLC

(Last)

(First)

(Middle)

JOHN HANCOCK TOWER  
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BAIN CAPITAL FUND IX L P

(Last)

(First)

(Middle)

JOHN HANCOCK TOWER  
200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Bain Capital Partners IX, L.P.

(Last)

(First)

(Middle)

JOHN HANCOCK TOWER  
200 CLARENDON ST

(Street)

BOSTON MA 02116

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners IX, L.P. ("BCP IX"), which is the sole general partner of Bain Capital Fund IX, L.P. ("Fund IX LP"), which is the sole member of Bain Capital Fund IX, LLC ("Fund IX"). As a result, each of BCI, BCP IX and Fund IX LP may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund IX. Each of BCI, BCP IX and Fund IX LP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
2. BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Integral. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
3. BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
4. BCI is also the managing partner of BCIP Associates-G ("BCIP G" and together with Fund IX, Integral and BCIP TCV, the "Bain Entities"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
5. On January 12, 2015 the Bain Entities distributed 1,200,360 shares of Common Stock to one or more members or partners of the Bain Entities in connection with certain charitable gifts made by such members or partners on January 12, 2015.

**Remarks:**

/s/ Jordan Hitch

01/14/2015

\*\* 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.**