
**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): January 8, 2015

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
Florence, New Jersey 08518
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

5.02(b) On January 9, 2015, the Company announced the resignation and retirement of Todd Weyhrich as the Executive Vice President and Chief Financial Officer of Burlington Stores, Inc. (the “Company”) effective January 8, 2015.

5.02(c) Marc Katz, the Company’s Executive Vice President, Merchandising Support and Information Technology, has been appointed to the position of Executive Vice President and Chief Financial Officer of the Company effective as of January 12, 2015. Mr. Katz, 50, has served as the Company’s Executive Vice President, Merchandising Support and Information Technology since April 2011. From December 2009 through April 2011, Mr. Katz served as the Company’s Executive Vice President of Merchandise Planning and Allocation. From the commencement of his employment with us in July 2008 through December 2009, Mr. Katz served as the Company’s Executive Vice President and Chief Accounting Officer.

In connection with Mr. Katz’s appointment to the position of Executive Vice President and Chief Financial Officer, the Compensation Committee of the Company’s Board of Directors granted Mr. Katz 10,000 shares of restricted common stock of the Company, pursuant to the Burlington Holdings, Inc. 2006 Management Incentive Plan and the relevant grant agreement, such shares vesting on the third anniversary of the grant date subject to Mr. Katz’s employment through such date. Mr. Katz’s employment by the Company is governed by that certain Employment Agreement (the “Katz Employment Agreement”), dated as of June 26, 2008, by and between Mr. Katz and Burlington Coat Factory Warehouse Corporation, a wholly-owned subsidiary of the Company, as amended by that certain Amendment No. 1 dated as of October 16, 2012 (the “Katz First Amendment”). The Katz Employment Agreement is described in, and is included as an exhibit to, the Current Report of Burlington Coat Factory Investments Holdings, Inc., a wholly-owned subsidiary of the Company, on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on June 27, 2008, and the Katz First Amendment is included as an exhibit to the Company’s Registration Statement on Form S-1/A filed with the SEC on September 6, 2013.

Item 7.01 Regulation FD Disclosure.

On January 9, 2015, the Company issued (i) a press release announcing the matters described in Item 5.02(b) and 5.02 (c) above, and (ii) a press release updating its previously provided guidance for the fourth quarter and fiscal year ending January 31, 2015. Copies of the press releases are furnished as Exhibits 99.1 and 99.2 to this Current Report.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed to be “filed” for purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or in the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated January 9, 2015
99.2	Press Release dated January 9, 2015

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/ Paul Tang

Paul Tang
Executive Vice President and General Counsel

Date: January 14, 2015



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Burlington Stores, Inc. Announces Management Changes

FLORENCE, New Jersey; January 9, 2015 – Burlington Stores, Inc. (NYSE:BURL), a nationally recognized off-price retailer of high-quality, branded apparel at everyday low prices, today announced the resignation and retirement of Todd Weyhrich, the Company’s Executive Vice President and Chief Financial Officer and the promotion of Marc Katz, currently Executive Vice President of Merchandise Support and Information Technology to Executive Vice President and Chief Financial Officer, effective January 12, 2015.

Mr. Weyhrich served as the Company’s Executive Vice President and Chief Financial Officer since 2007. “I have been honored to be a part of the leadership team that has driven Burlington’s transformation to be a leading off-price retailer. The Company and the finance team are well-positioned for the future and Marc’s experience and capabilities make him a natural choice as my successor. Now is an ideal time for me to leave Burlington to spend more time with my family and pursue other interests. I wish the Company and all my colleagues continued great success.”

“We are grateful for Todd’s leadership during his tenure as Burlington’s Chief Financial Officer,” said Thomas A. Kingsbury, Burlington’s Chairman, President and Chief Executive Officer. “His leadership has helped us build a strong finance function, drive improved growth and profitability across our business, improve our capital structure and successfully complete our IPO and transition to a public company. This change has been contemplated for some time and with Marc’s experience, and being an internal placement, I am confident in a smooth transition. We wish Todd all the best in his future endeavors.”

“We are extremely excited to have Marc Katz as our next Chief Financial Officer,” Mr. Kingsbury continued. “As our Executive Vice President, Merchandising Support and Information Technology since April 2011, and as our Executive Vice President of Merchandise Planning and Allocation since 2009, Marc has driven a number of key priorities, including a near doubling of our inventory turns and building the planning and allocation infrastructure that has enabled our improved execution of the off-price model. In his time as our Chief Accounting Officer from July 2008 through December 2009, Marc demonstrated deep financial expertise and a strong ability to drive cost and efficiency across the business which will be a tremendous asset as we continue our efforts to expand our operating margins.”

“I am excited about my new role as Chief Financial Officer,” said Mr. Katz. “Todd has built a strong team of finance professionals and I look forward to working with them to continue to improve our execution and help drive our earnings growth.”

Prior to joining the Company, Mr. Katz served as the Executive Vice President and Chief Financial Officer of A.C. Moore Arts & Crafts, Inc. from September 2006 to June 2008. Prior to his employment with A.C. Moore, Mr. Katz held various positions with Foot Locker, Inc., including most recently as Senior Vice President and Chief Information Officer, from June 1997 to September 2006. Prior to his employment with Foot Locker, Mr. Katz served for eight years in various financial positions at The May Department Stores Company.

Mr. Katz will be participating in the 17th Annual ICR XChange Conference, held at the JW Marriott Orlando Grande Lakes in Orlando, FL on Tuesday, January 13, 2015, along with Mr. Kingsbury and Bob Lapenta, the Company's Treasurer. As previously announced, the Company will hold a formal presentation that will be webcast live at 11:30 a.m. Eastern Time and will hold question and answer sessions with investors and analysts throughout the day. The webcast can be accessed from the Company's investor relations web site, www.burlingtoninvestors.com. An archived webcast will be available after the conclusion of the presentation.

Safe Harbor for Forward-Looking and Cautionary Statements

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this release are forward-looking statements. Forward-looking statements discuss our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. We do not undertake to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied in such statements will not be realized. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those we expected, including 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 and risks, availability of desirable locations on suitable terms and other factors that may be described from time to time in our filings with the Securities and Exchange Commission (SEC). For each of these factors, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, as amended.

About Burlington Stores, Inc.

The Company, through its wholly-owned subsidiaries, operates a national chain of off-price retail stores offering ladies', men's and children's apparel and accessories, home goods, baby products and coats, principally under the name Burlington Stores.

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Burlington Stores, Inc. Increases Guidance for the Fourth Quarter and Fiscal Year Ending January 31, 2015

FLORENCE, New Jersey; January 9, 2015 – Burlington Stores, Inc. (NYSE:BURL), a nationally recognized off-price retailer of high-quality, branded apparel at everyday low prices, today provided updated guidance for the fourth quarter and fiscal year ending January 31, 2015 based on better than expected sales and net income performance quarter to date and its estimates for the remainder of January 2015. In a separate release, the Company also announced the resignation and retirement of Todd Weyhrich, and the appointment of Marc Katz as the Company's Executive Vice President and Chief Financial Officer, effective January 12, 2015.

Tom Kingsbury, Burlington's Chairman, President and Chief Executive Officer stated, "We are very pleased to increase our fourth quarter and fiscal year 2014 outlook based on better-than-expected holiday sales. Once again, we performed at a high level - executing our off price model and captivating consumers with dynamic marketing, improved customer service and compelling brands, trends and gift assortments. We look forward to continuing our positive momentum in 2015."

For the fourth quarter ending January 31, 2015, the Company now expects:

- Net sales to increase in the range of 9.6% to 10.1% (compared to prior guidance of an increase in the range of 7.2% to 8.2%);
- Comparable store sales to increase in the range of 5.0% to 5.5% (compared to prior guidance of an increase in the range of 3% to 4%); and
- Adjusted net income per diluted share in the range of \$1.30 to \$1.32 on 76.3 million diluted shares outstanding (compared to prior guidance in the range of \$1.25 to \$1.28 on 76.2 million diluted shares outstanding).

For the full fiscal year 2014 (the 52-weeks ending January 31, 2015), the Company currently expects

- Net sales to increase in the range of 8.2% to 8.4% (compared to prior guidance of an increase in the range of 7.5% to 7.8%);
- Comparable store sales for the full year to be approximately 4.5% (compared to prior guidance of approximately 4%); and
- Adjusted net income per diluted share in the range of \$1.70 to \$1.72 on 75.9 million diluted shares outstanding (compared to prior guidance in the range of \$1.65 to \$1.67 on 75.8 million diluted shares outstanding).

As the Company has not completed its quarter and quarter close, the data presented in this press release may change. This data has been prepared by and is the responsibility of management. The Company's independent registered public accounting firm, Deloitte & Touche LLP, has not audited, reviewed, compiled or performed any procedures, and will not express an opinion or any other form of assurance with respect to this data. This preliminary information could change materially. As a result of the foregoing considerations and limitations, investors are cautioned not to place undue reliance on this projected financial information.

Non-GAAP Financial Measures

This press release presents information with respect to the Company's estimated Adjusted Net Income Per Share, which is considered a Non-GAAP financial measure. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP.

Adjusted Net Income per Share is defined as Adjusted Net Income divided by the weighted average shares outstanding. Adjusted Net Income is defined as consolidated net income (loss) for the period plus (i) net favorable lease amortization, (ii) costs related to debt amendments and secondary offering, (iii) loss on the extinguishment of debt, (iv) impairment charges, (v) advisory fees and (vi) stock option modification expense, all of which are tax effected to arrive at Adjusted Net Income.

The Company presents Adjusted Net Income per Share because it believes it is a useful supplemental measure in evaluating the performance of the business and provides greater transparency into the results of operations. In particular, the Company believes that excluding certain items that may vary substantially in frequency and magnitude from operating income are useful supplemental measures that assist in evaluating the Company's ability to generate earnings and leverage sales, and to more readily compare these metrics between past and future periods. The Company believes that Adjusted Net Income per Share provides investors helpful information with respect to the Company's operations and financial condition. Other companies in the retail industry may calculate this non-GAAP measure differently such that the Company's calculation may not be directly comparable. The adjustments to this metric is not in accordance with regulations adopted by the SEC that apply to periodic reports presented under the Securities Exchange Act. Accordingly, Adjusted Net Income per Share may be presented differently in filings made with the SEC than as presented in this press release or not presented at all.

Safe Harbor for Forward-Looking and Cautionary Statements

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this release are forward-looking statements. Forward-looking statements discuss our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. We do not undertake to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied in such statements will not be realized. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those we expected, including 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 and risks, availability of desirable locations on suitable terms and other factors that may be described from time to time in our filings with the Securities and Exchange Commission (SEC). For each of these factors, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, as amended.

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