

**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): November 24, 2020

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On November 24, 2020, the Board of Directors (the “Board”) of Burlington Stores, Inc. (the “Company”) elected Michael Goodwin, Senior Vice President and Chief Information Technology Officer of PetSmart, Inc., as a Class II member of the Board effective as of December 1, 2020. This class will stand for re-election at the 2021 annual meeting of the Company's stockholders. Mr. Goodwin was also appointed to serve as a member of the Audit Committee.

Mr. Goodwin will participate in the standard independent, non-management director compensation arrangements for fiscal 2020 described in the proxy statement for the Company’s 2020 annual meeting of stockholders under the caption entitled “Director Compensation.” There is no arrangement or understanding between Mr. Goodwin and any other persons pursuant to which Mr. Goodwin was selected as a director. There are no transactions in which Mr. Goodwin has an interest requiring disclosure under Item 404(a) of Regulation S-K.

The public announcement regarding the election of Mr. Goodwin was made by means of a press release on November 30, 2020, the text of which is set forth in Exhibit 99.1 to this Current Report on Form 8-K and which is incorporated herein by reference in its entirety.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated November 30, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: November 30, 2020



Burlington Stores, Inc. Names Michael Goodwin to Board of Directors

BURLINGTON, New Jersey — November 30, 2020 — Burlington Stores, Inc. (NYSE:BURL), a nationally recognized off-price retailer of high-quality branded apparel, footwear, accessories, and merchandise for the home at everyday low prices, announced today that Michael Goodwin, Senior Vice President and Chief Information Technology Officer of PetSmart, Inc., is joining its Board of Directors and its Audit Committee effective December 1, 2020.

John Mahoney, Chairman of the Board, stated, “We are very pleased to welcome Michael to our Board as a highly accomplished information technology leader. Michael will be a great addition, and I believe that his insights and expertise will be invaluable to our Board in its oversight of the company’s continued strategic growth.” Michael O’Sullivan, Chief Executive Officer, stated, “We are very excited to have Michael as a Board member. Michael has more than thirty years of information technology experience in the retail industry. His insights and expertise will benefit us as we continue to execute on the Burlington 2.0 growth strategy.”

Mr. Goodwin added, “I am excited to join Burlington’s Board and work with Michael O’Sullivan and the leadership team. I believe the company is well positioned for continued growth in the off-price retail space, and I look forward to sharing my experiences and contributing to its future success.”

About Michael Goodwin

Michael Goodwin joined PetSmart in June 2014 as senior vice president and chief information officer. He has more than 30 years of information technology experience, most recently serving as senior vice president and chief information officer of Technology and Business Enablement at Hallmark. Michael began his career at Hallmark as information technology analyst in 1990 and has held positions of increasing responsibility, including Director of IT Service Delivery, IT Business Development Director of Creative Product Development and Supply Chain Operations, culminating with his promotion to SVP and CIO in 2006 responsible for global IT services. Prior to joining Hallmark Cards, he served as an officer in the United States Army.

About Burlington Stores, Inc.

Burlington Stores, Inc., headquartered in New Jersey, is a nationally recognized off-price retailer with Fiscal 2019 net sales of \$7.3 billion. The Company is a Fortune 500 company and its common stock is traded on the New York Stock Exchange under the ticker symbol “BURL.” The Company operated 769 stores as of the end of the third quarter of Fiscal 2020, in 45 states and Puerto Rico, principally under the name Burlington Stores. The Company’s stores offer an extensive selection of in-season, fashion-focused merchandise at up to 60% off other retailers’ prices, including women’s ready-to-wear apparel, menswear, youth apparel, baby, beauty, footwear, accessories, home, toys, gifts and coats.

For more information about the Company, visit www.burlington.com.

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 general economic conditions; pandemics, including the duration of the COVID-19 pandemic and actions taken to slow its spread and the related impact on consumer confidence and spending; our ability to successfully implement one or more of our strategic initiatives and growth plans; the

availability of desirable store locations on suitable terms; changing consumer preferences and demand; industry trends, including changes in buying, inventory and other business practices; competitive factors, including pricing and promotional activities of major competitors and an increase in competition within the markets in which we compete; the availability, selection and purchasing of attractive merchandise on favorable terms; import risks, including tax and trade policies, tariffs and government regulations; weather patterns, including, among other things, changes in year-over-year temperatures; our future profitability; our ability to control costs and expenses; unforeseen cyber-related problems or attacks; any unforeseen material loss or casualty; the effect of inflation; regulatory and tax changes; our relationships with employees; the impact of current and future laws and the interpretation of such laws; terrorist attacks, particularly attacks on or within markets in which we operate; natural and man-made disasters, including fire, snow and ice storms, flood, hail, hurricanes and earthquakes; 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; domestic events affecting the delivery of merchandise to our stores; existence of adverse litigation; and each of the factors that may be described from time to time in our filings with the 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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