

OMB APPROVAL	
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**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* <u>Marquette Travis</u>  (Last) (First) (Middle) <u>2006 ROUTE 130 NORTH</u>  (Street) <u>BURLINGTON NJ 08016</u>  (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 _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____  <b>President and COO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/04/2021</u>	
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 <sup>(1)</sup>	10/04/2021		A		1,395	A	\$0.00	1,395	D	
Common Stock <sup>(2)</sup>	10/04/2021		A		10,821	A	\$0.00	12,216	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$277.24	10/04/2021		A		3,988		(3)	10/04/2031	Common Stock	3,988	\$0.00	3,988	D	
Employee Stock Option (right to buy)	\$277.24	10/04/2021		A		31,598		(4)	10/04/2031	Common Stock	31,598	\$0.00	31,598	D	

**Explanation of Responses:**

- Restricted stock units granted on October 4, 2021, vesting one-quarter on each of the first four anniversaries of the grant date.
- Restricted stock units granted on October 4, 2021, vesting one-third on May 3 of each of 2022 through 2024.
- Options granted on October 4, 2021 that become exercisable in one-quarter installments on each of the first four anniversaries of the grant date.
- Options granted on October 4, 2021 that become exercisable in one-third installments on May 3 of each of 2022 through 2024.

**Remarks:**

/s/ Christopher Schaub, as attorney-in-fact for Travis Marquette 10/06/2021

\*\* 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.