

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>BEKENSTEIN JOSHUA</u>  (Last) (First) (Middle) <u>C/O BAIN CAPITAL INVESTORS, LLC</u> <u>JOHN HANCOCK TOWER, 200 CLARENDON STREET</u>  (Street) <u>BOSTON MA 02116</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	12/16/2014		S		7,002,696	D	\$43.1	24,990,154	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)		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					

Explanation of Responses:

- Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners IX, L.P. which is the sole general partner of Bain Capital Fund IX, L.P., which is the sole member Bain Capital Fund IX, LLC ("Fund IX"). On December 16, 2014, Fund IX sold 3,181,335 shares of Common Stock. Following such sale, Fund IX held 11,935,806 shares of Common Stock.
- BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral"). On December 16, 2014, Integral sold 3,726,069 shares of Common Stock. Following such sale, Integral held 12,752,279 shares of Common Stock.
- BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). On December 16, 2014, BCIP TCV sold 93,426 shares of Common Stock. Following such sale, BCIP TCV held 296,156 shares of Common Stock.
- BCI is also the managing partner of BCIP Associates-G ("BCIP G" and together with Fund IX, Integral and BCIP TCV, the "Bain Entities"). On December 16, 2014, BCIP G sold 1,866 shares of Common Stock. Following such sale, BCIP G held 5,913 shares of Common Stock.
- The governance, investment strategy and decision-making process with respect to the investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). Joshua Bekenstein is a member of GPEB and a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Bekenstein may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Bain Entities. Mr. Bekenstein disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

/s/ Josh Bekenstein 12/18/2014

\*\* 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.