
**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): June 29, 2018


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)

(Registrant's telephone number, including area code) (609) 387-7800

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))

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.**

(b) On June 29, 2018, Tricia Patrick resigned from the Board of Directors (the “Board”) of Burlington Stores, Inc. (the “Company”). Ms. Patrick served as a Class III member of the Board (which class will stand for re-election at the 2019 annual meeting of the Company’s stockholders) and as member of the Company’s Audit Committee. Ms. Patrick’s decision was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

(d) Effective as of June 29, 2018, the Board elected Laura J. Sen as a Class III member of the Board, filling the vacancy created by Ms. Patrick’s departure. Ms. Sen was elected to serve as a member of the Audit Committee.

Ms. Sen will participate in the standard independent, non-management director compensation arrangements for fiscal 2018 described in the proxy statement for the Company’s 2018 annual meeting of stockholders under the caption entitled “Director Compensation.” There is no arrangement or understanding between Ms. Sen and any other persons pursuant to which Ms. Sen was selected as a director. There are no transactions in which Ms. Sen has an interest requiring disclosure under Item 404(a) of Regulation S-K.

The public announcement regarding the director resignation and director election was made by means of a press release on June 29, 2018, 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 June 29, 2018.

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/ Robert L. LaPenta, Jr.

Robert L. LaPenta, Jr.
Vice President and Treasurer

Date: June 29, 2018



Burlington Stores, Inc. Names Laura J. Sen to Board of Directors

BURLINGTON, N.J. — June 29, 2018 — Burlington Stores, Inc. (NYSE:BURL), a nationally recognized off-price retailer of high-quality, branded apparel at everyday low prices, announced today that Laura J. Sen, former Non-Executive Chairman and Chief Executive Officer of BJ's Wholesale Club, Inc., is joining its Board of Directors and its Audit Committee effective June 29, 2018.

Tom Kingsbury, Chairman, President and Chief Executive Officer stated, "We are very pleased to welcome Laura to our board as a highly accomplished retail leader whose experience will benefit the company as it continues to grow. Laura will be a great addition to our board, and we look forward to the important and positive impact she will bring to our company."

Ms. Sen added, "I am excited to join Burlington's board and work with this exceptional team. The company is well positioned in the off-price retail space, and I look forward to sharing my experiences and contributing to its future direction and growth."

Ms. Sen will fill the board seat formerly held by Tricia Patrick, currently a Managing Director of Advent International Corporation. Ms. Patrick is stepping down from the board effective June 29, 2018. "As we welcome Laura to the board, I would also like to thank Tricia for her guidance and support over the many years before and after our initial public offering in 2013," added Mr. Kingsbury. "Tricia's financial acumen and deep knowledge of our industry have been valuable to our company and our stockholders, and we wish her all the best."

About Laura J. Sen

Ms. Sen served as the Non-Executive Chairman of the Board of Directors of BJ's Wholesale Club, Inc. from January 2016 through March 2018 and was its Chief Executive Officer from February 2009 through January 2016. Ms. Sen served as BJ's Chief Operating Officer from January 2008 through February 2009. Ms. Sen also served as BJ's Executive Vice President of Merchandising and Logistics from January 2007 through January 2008, and held the same position from 1997 to March 2003. From March 2003 to December 2006, Ms. Sen was the Principal of Sen Retail Consulting, advising companies in the retail sector in the areas of merchandising and logistics.

In addition to Burlington Stores, Ms. Sen also serves as a director of Massachusetts Mutual Life Insurance Company and the Massachusetts Port Authority. Ms. Sen previously served as a director of BJ's Wholesale Club, Inc., EMC Corporation, rue21, inc., Abington Savings Bank and the Federal Reserve Bank of Boston.

About Burlington Stores, Inc.

Burlington Stores, Inc., headquartered in New Jersey, is a nationally recognized off-price retailer with Fiscal 2017 revenue of \$6.1 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 647 stores as of the end of the first quarter of Fiscal 2018, inclusive of an internet store, 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 65% off other retailers' prices, including women's ready-to-wear apparel, menswear, youth apparel, baby, beauty, footwear, accessories, home and coats.

For more information about the Company, visit www.burlingtonstores.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 (Exchange Act). All statements other than statements of historical fact included in this release, including those made in the section describing our outlook for future periods, 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, 2017 Tax Reform and pending interpretations related thereto, 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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