

Burlington Stores, Inc.
Form 4
June 03, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HITCH JORDAN

(Last) (First) (Middle)

**C/O BAIN CAPITAL INVESTORS,
LLC, JOHN HANCOCK TOWER,
200 CLARENDON STREET**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Burlington Stores, Inc. [BURL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 | 05/30/2014 | | S | | 1,800,000 | D | \$ 24.7844 |
| | | | | | 40,823,639 | I | |

See
Footnotes
(1) (2) (3) (4)
(5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| HITCH JORDAN C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116 | X X |

Signatures

/s/ Jordan Hitch 06/03/2014

__Signature of
Reporting Person Date

Explanation of Responses:

* 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).

(1) Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners IX, L.P. ("BCP IX"), which is the sole general partner of Bain Capital Fund IX, L.P. ("Fund IX LP"), which is the sole member of Bain Capital Fund IX, LLC ("Fund IX"). On May 30, 2014, Fund IX sold 859,716 shares of Common Stock. Following such sale, Fund IX held 19,498,201 shares of Common Stock.

(2) BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral"). On May 30, 2014, Integral sold 918,526 shares of Common Stock. Following such sale, Integral held 20,831,982 shares of Common Stock.

(3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). On May 30, 2014, BCIP TCV sold 21,332 shares of Common Stock. Following such sale, BCIP TCV held 483,796 shares of Common Stock.

(4) 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 May 30, 2014, BCIP G sold 426 shares of Common Stock. Following such sale, BCIP G held 9,660 shares of Common Stock.

(5) Jordan Hitch is a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Hitch may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Bain Entities. Mr. Hitch disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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