

Crimmins John  
Form 4  
June 06, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Crimmins John

(Last) (First) (Middle)  
2006 ROUTE 130 NORTH  
(Street)

BURLINGTON, NJ 08016

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/04/2018

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)  
Executive VP of Finance

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                    | 06/04/2018                           |                                                    | M                              | 5,500 A \$ 4.55                                                   | 26,401                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/04/2018                           |                                                    | M                              | 2,200 A \$ 4.55                                                   | 28,601                                                                                        | D                                                        |                                                       |
| Common Stock                    | 06/04/2018                           |                                                    | S                              | 7,700 D \$ 150.72                                                 | 20,901                                                                                        | D                                                        |                                                       |

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

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(9-02)

displays a currently valid OMB control number.

**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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (right to buy)       | \$ 4.55                                                | 06/04/2018                           |                                                    | M                              | 5,500                                                                                   | 05/21/2018 05/21/2023                                    | Common Stock                                                  | 5,500                      |
| Employee Stock Option (right to buy)       | \$ 4.55                                                | 06/04/2018                           |                                                    | M                              | 2,200                                                                                   | <u>(2)</u> 06/18/2023                                    | Common Stock                                                  | 2,200                      |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                               |       |
|---------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                       | Other |
| Crimmins John<br>2006 ROUTE 130 NORTH<br>BURLINGTON, NJ 08016 |               |           | Executive<br>VP of<br>Finance |       |

## Signatures

/s/ Christopher Schaub, as attorney-in-fact for John Crimmins 06/06/2018

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.65 to \$150.88, inclusive. The reporting person undertakes to provide to Burlington Stores, Inc., any security holder of Burlington Stores, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold

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at each separate price within the range set forth in this footnote to this Form 4.

- (2) The options are currently exercisable as to 40% of the shares and become exercisable as to an additional 20% of the shares on May 17, 2019, as to an additional 20% of the shares on May 17, 2020, and as to the remaining 20% of the shares on May 17, 2021.

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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