

Burlington Stores, Inc.  
Form 4  
October 08, 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  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Patrick Tricia

(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)  
10/06/2014

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(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock	10/06/2014		J <sup>(5)</sup>	697,371 D \$ 0	40,126,268	I	See Footnotes (1) (2) (3) (4)

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

**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 control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Burlington Stores, Inc. - Form 4

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
Patrick Tricia C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	X	X		

## Signatures

/s/ Tricia Patrick 10/08/2014

\_\_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., 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").
- (2) BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral") and BCIP TCV, LLC ("BCIP TCV").
- (3) BCI is also the managing partner of BCIP Associates-G ("BCIP G" and together with the Fund IX, Integral and BCIP TCV, the "Bain Entities").
- (4) Tricia Patrick is a Principal of BCI. By virtue of the relationships described in these footnotes, Ms. Patrick may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Bain Entities. Ms. Patrick disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (5) On October 6, 2014, the Bain Entities distributed 697,371 shares of Common Stock to one or more members or partners of the Bain Entities in connection with certain charitable gifts made by such members or partners on October 6, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.