

Hand Fred
Form 4
December 10, 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 *
Hand Fred

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2018

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

2006 ROUTE 130 NORTH

Chief Customer Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

BURLINGTON, NJ 08016

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/06/2018 | | M ⁽¹⁾ | | 3,287 | A | \$ 4.55 |
| Common Stock | 12/06/2018 | | S ⁽²⁾ | | 500 | D | \$ 162.51 |
| Common Stock | 12/06/2018 | | S ⁽²⁾ | | 2,170 | D | \$ 163.86 |
| Common Stock | 12/06/2018 | | S ⁽²⁾ | | 1,301 | D | \$ 164.61 |

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The stock option exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2018.

- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$162.09 to \$162.97, 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 at each separate price within the range set forth in this footnote to this Form 4.

- (3)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$163.25 to \$164.23, 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 at each separate price within the range set forth in this footnote to this Form 4.

- (4)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$164.28 to \$165.05, 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 at each separate price within the range set forth in this footnote to this Form 4.

- (5)

- (6) The options are currently exercisable as to 80% of the shares and become exercisable as to the remaining 20% of the shares on April 25, 2019.

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.