

Burlington Stores, Inc.
Form 4
December 18, 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
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(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)
12/16/2014

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	12/16/2014		S		7,002,696	D	\$ 43.1
							24,990,154
							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

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

X X

Signatures

/s/ Tricia Patrick 12/18/2014

**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).

- 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"). On December 16, 2014, Fund IX sold 3,181,335 shares of Common Stock. Following such sale, Fund IX held 11,935,806 shares of Common Stock
- (1) BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral"). On December 16, 2014, Integral sold 3,726,069 shares of Common Stock. Following such sale, Integral held 12,752,279 shares of Common Stock.
- (2) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). On December 16, 2014, BCIP TCV sold 93,426 shares of Common Stock. Following such sale, BCIP TCV held 296,156 shares of Common Stock.
- (3) 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 December 16, 2014, BCIP G sold 1,866 shares of Common Stock. Following such sale, BCIP G held 5,913 shares of Common Stock.
- (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 her pecuniary interest therein.

(5)

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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