

Burlington Stores, Inc.  
 Form 8-K  
 January 23, 2014

|  |
|--|
| UNITED STATES<br><br><b>SECURITIES AND EXCHANGE COMMISSION</b><br><br>WASHINGTON, DC 20549 |
|--|

|  |          |  |
|--|----------|--|
|  | FORM 8-K |  |
|--|----------|--|

|                |
|----------------|
| CURRENT REPORT |
|----------------|

|  |
|--|
| Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 |
|--|

|  |
|--|
| Date of report (Date of earliest event reported): January 17, 2014 |
|--|

|  |  |  |
|--|--|--|
|  |  |  |
|--|--|--|

|                         |
|-------------------------|
| Burlington Stores, Inc. |
|-------------------------|

**(Exact Name of Registrant As Specified In Charter)**

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br><small>(State or Other Jurisdiction of Incorporation)</small> | 001-36107<br>(Commission File Number) | 80-0895227<br><small>(IRS Employer Identification No.)</small> |
|---|---------------------------------------|--|

|  |
|--|
| 1830 Route 130 North<br>Burlington, New Jersey 08016 |
|--|

**(Address of Principal Executive Offices, including Zip Code)**

|                |
|----------------|
| (609) 387-7800 |
|----------------|

**(Registrant's telephone number, including area code)**

|                |
|----------------|
| Not applicable |
|----------------|

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 17, 2014, Mark Verdi provided written notice to the Company of his decision to resign as a director of each of Burlington Stores, Inc., Burlington Coat Factory Investments Holdings, Inc. and Burlington Coat Factory Warehouse Corporation (referred to collectively herein as the "Company"), such resignation to

be effective immediately. The resignation of Mr. Verdi did not involve any disagreement with the Company. Mr. Verdi is leaving Bain Capital to become the President of C&S Wholesale Grocers, Inc. effective March 1, 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

|  |
|--|
|  |
| BURLINGTON STORES, INC.                                |
|  |
|  |
| /s/ Robert L. LaPenta, Jr.                             |
| Robert L. LaPenta, Jr.<br>Vice President and Treasurer |

Date: January 23, 2014