

Burlington Stores, Inc.  
Form 8-K  
December 16, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**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): December 10, 2014**

**Burlington Stores, Inc.**

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

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-36107**  
**(Commission**

**File Number)**

**80-0895227**  
**(IRS Employer**

**Identification No.)**

**2006 Route 130 North**

**Florence, New Jersey 08518**

**(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 8.01 Other Events.**

On December 10, 2014, Burlington Stores, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC, as underwriter (the Underwriter ), and the selling stockholders named therein (the Selling Stockholders ), pursuant to which the Selling Stockholders agreed to sell 8,000,000 shares of the Company s common stock, par value \$0.0001 per share, to the Underwriter at a price of \$43.10 per share (the Shares ). The Underwriting Agreement contains customary representations, warranties and covenants of the Company and the Selling Stockholders, conditions to closing, indemnification obligations of the Company, the Selling Stockholders and the Underwriter, and termination and other customary provisions.

These representations and warranties of the parties contained in the Underwriting Agreement have been made solely for the benefit of the other party to the Underwriting Agreement and:

should not be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

may have been qualified in the Underwriting Agreement by disclosures that were made to the other party in connection with the negotiation of the Underwriting Agreement;

may apply contract standards of materiality that are different from materiality under the applicable securities laws; and

were made only as of the date of the Underwriting Agreement or such other date or dates as may be specified in the Underwriting Agreement.

The offering of the Shares closed on December 16, 2014.

The offering of the Shares was registered under the Securities Act of 1933, as amended, pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-199176). This Current Report on Form 8-K is being filed to incorporate the Underwriting Agreement by reference into such registration statement. The foregoing summary of the Underwriting Agreement is qualified by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated herein by reference.

On December 10, 2014, the Company issued a press release announcing the secondary offering of common stock by the Selling Stockholders. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
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1.1	
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Underwriting Agreement, dated December 10, 2014, by and among Burlington Stores, Inc., the selling stockholders named therein and J.P. Morgan Securities LLC, as underwriter.

99.1

Press Release, dated December 10, 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/ Paul Tang  
Paul Tang  
Executive Vice President and General Counsel

Date: December 16, 2014

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 10, 2014, by and among Burlington Stores, Inc., the selling stockholders named therein and J.P. Morgan Securities LLC, as underwriter.
99.1	Press Release, dated December 10, 2014.