

Burlington Stores, Inc.  
Form 8-K  
July 23, 2015

**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): July 17, 2015**

**Burlington Stores, Inc.**

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

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

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

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

**of Incorporation)**

**File Number)**  
**2006 Route 130 North**

**Identification No.)**

**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 5.07. Submission of Matters to a Vote of Security Holders.**

Burlington Stores, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting) on July 17, 2015. A total of 66,680,540 shares of the Company's common stock, representing approximately 88.11% of the shares outstanding and eligible to vote and constituting a quorum, were voted at the Annual Meeting. The Company's stockholders voted on the following proposals at the Annual Meeting:

the election of three directors of the Company to serve for a term of three years;  
 the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered certified public accounting firm for the fiscal year ending January 30, 2016; and  
 an advisory vote regarding the compensation of the Company's named executive officers.

The stockholders elected all three directors presented, ratified the appointment of Deloitte & Touche LLP as the Company's independent registered certified public accounting firm for the fiscal year ending January 30, 2016 and approved the advisory vote to approve executive compensation.

The proposals are described in more detail in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 1, 2015. The final voting results with respect to each proposal are set forth below.

1. Election of Directors

<i>Name</i>	<i>Votes For</i>	<i>Votes Withheld</i>	<i>Broker Non-Votes</i>
Thomas A. Kingsbury	61,028,611	2,080,405	3,571,524
Frank Cooper, III	62,534,792	574,224	3,571,524
William P. McNamara	62,619,801	489,215	3,571,524

2. Ratification of Appointment of Independent Registered Certified Public Accounting Firm

<i>Votes For</i>	<i>Votes Against</i>	<i>Votes Abstained</i>	<i>Broker Non-Votes</i>
66,388,572	268,608	23,360	0

3. Advisory Vote on Compensation of Named Executive Officers

<i>Votes For</i>	<i>Votes Against</i>	<i>Votes Abstained</i>	<i>Broker Non-Votes</i>
48,587,739	14,479,223	42,054	3,571,524

**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.

Vice President and Treasurer

Date: July 23, 2015