

Burlington Stores, Inc.  
Form 8-K  
May 22, 2018

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): May 16, 2018

BURLINGTON STORES, INC.

(Exact Name of Registrant As Specified In Charter)

Delaware                      001-36107    80-0895227  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

2006 Route 130 North

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 May 16, 2018. A total of 59,874,987 shares of the Company’s common stock, representing approximately 88% 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 two 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 February 2, 2019; and

an advisory vote regarding the compensation of the Company’s named executive officers.

The stockholders elected both directors presented; ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered certified public accounting firm for the fiscal year ending February 2, 2019; and approved the advisory vote regarding 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 March 30, 2018. The final voting results with respect to each proposal are set forth below.

1. Election of Directors

| Name                | Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|---------------------|------------|---------------|-----------------|------------------|
| Thomas A. Kingsbury | 56,397,697 | 1,633,878     | 31,107          | 1,812,305        |
| William P. McNamara | 56,981,532 | 1,073,305     | 7,845           | 1,812,305        |

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

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 59,082,207 | 704,891       | 87,889          | 0                |

3. Advisory Vote on Compensation of Named Executive Officers

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
|-----------|---------------|-----------------|------------------|

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49,434,794

7,761,219

866,669

1,812,305

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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: May 22, 2018