Burlington Stores, Inc.
Form S-1/A
September 30, 2013
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As filed with the Securities and Exchange Commission on September 30, 2013

No. 333-189632

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 6

To

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

BURLINGTON STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**5311**	**80-0895227**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification No.)**

1830 Route 130 North

Burlington, New Jersey 08016

(609) 387-7800

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Paul C. Tang, Esq.

Executive Vice President and General Counsel

1830 Route 130 North

Burlington, New Jersey 08016

(609) 387-7800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer x (Do not check if a smaller reporting company)	Smaller reporting company ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Amount to be Registered**	**Estimated Maximum Offering Price Per Share**	**Proposed Maximum Aggregate Offering Price(2)**	**Amount of Registration Fee**
Common Stock, $0.0001 par value per share	15,333,333(1)	$16.00(2)	$245,333,328	$33,464(3)

(1) Includes the offering price of any additional shares of common stock that the underwriters have the option to purchase.
(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.
(3) Previously filed.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any jurisdiction where the offer and sale is not permitted.

Subject to Completion, dated September 30, 2013

PROSPECTUS

13,333,333 Shares

Burlington Stores, Inc.

Common Stock

This is an initial public offering of shares of common stock of Burlington Stores, Inc. We are offering 13,333,333 shares of our common stock.

Prior to this offering, there has been no public market for our common stock. The initial public offering price per share of the common stock is expected to be between $14.00 and $16.00. We have applied to list our common stock on the New York Stock Exchange under the symbol BURL.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Investing in our common stock involves risks. See Risk Factors beginning on page 17.

	Per Share	Total
Price to public	$	$
Underwriting discounts and commissions(1)	$	$
Proceeds, before expenses, to us	$	$

(1) See also Underwriting for a full description of compensation in connection with this offering.

The underwriters have an option to purchase up to 2,000,000 additional shares from us at the initial public offering price, less the underwriting discount. The underwriters can exercise this option at any time and from time to time within 30 days from the date of this prospectus.

Delivery of the shares of common stock will be made on or about , 2013.

Joint Book-Running Managers

J.P. Morgan **Morgan Stanley** **BofA Merrill Lynch**

Goldman, Sachs & Co. **Wells Fargo Securities**

Co-Managers

BMO Capital Markets **Cowen and Company**

Guggenheim Securities **SunTrust Robinson Humphrey**

Telsey Advisory Group **Ramirez & Co., Inc.**

The date of this prospectus is , 2013

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We have not and the underwriters have not authorized anyone to provide you with any information other than that contained in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where such offers and sales are permitted. The information in this prospectus or any free writing prospectus is accurate only as of its date, regardless of its time of delivery or the time of any sale of shares of our common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

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MARKET, RANKING AND OTHER INDUSTRY DATA

In this prospectus we rely on and refer to information and statistics regarding our industry, the size of certain markets and our position within the sectors in which we compete. Some of the market and industry data contained in this prospectus are based on independent industry publications or other publicly available information, while other information is based on our good faith estimates, which are derived from our review of internal surveys, as well as independent sources listed in this prospectus including the industry research firm The NPD Group, Inc. (The NPD Group), and our management s knowledge and experience in the markets in which we operate. Our estimates have also been based on information obtained from our customers, suppliers and other contacts in the markets in which we operate. We believe that these independent sources and our internal data are reliable as of their respective dates.

In this prospectus we refer to national chains and department stores. We define national chains as retail stores with an average store size of 60,000 to 100,000 square feet that offer a range of moderately priced goods across multiple categories. National chains include, among others, the following retailers: JCPenney, Sears and Kohl s. We define department stores as retail stores with an average store size of 100,000 to 150,000 plus square feet that feature an array of nationally recognized, moderate and better priced goods. Department stores include, among others, the following retailers: Macy s, Neiman Marcus and Saks Fifth Avenue.

TRADEMARKS, SERVICE MARKS AND TRADE NAMES

We own the trademarks, service marks and trade names that we use in connection with the operation of our business. Our trademarks include BCF, Burlington, Burlington Coat Factory, Cohoes, Luxury Linens, MJM Designer Shoes and Baby Depot. This prospectus may also trademarks, service marks, trade names and copyrights of other companies, which are the property of their respective owners. Solely for convenience, the trademarks, service marks, trade names and copyrights referred to in this offering circular are listed without the TM, SM, © and ® symbols, but we will assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors, if any, to these trademarks, service marks, trade names and copyrights.

THE RECLASSIFICATION

Immediately prior to the completion of this offering, we will effect an 11-for-1 split of our Class A common stock and then reclassify our Class A common stock into common stock. In addition, prior to the split and reclassification of our Class A common stock, each outstanding share of our Class A common stock will be automatically cancelled and then each outstanding share of our Class L common stock will be automatically converted into one share of our Class A common stock. Unless otherwise indicated, all share data presented with respect to this offering (other than historic information) gives effect to the Reclassification (as defined in The Reclassification), including a conversion of all shares of our Class L common stock into shares of our common stock. See The Reclassification.

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PROSPECTUS SUMMARY

The following summary highlights information appearing elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in our common stock. You should read this entire prospectus carefully. In particular, you should read the sections entitled Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the notes relating to those statements included elsewhere in this prospectus. Some of the statements in this prospectus constitute forward-looking statements. See Forward-Looking Statements.

In this prospectus, unless the context requires otherwise, references to the Company, we, our, or us refer to Burlington Stores, Inc. (formerly known as Burlington Holdings, Inc.), the issuer of the common stock offered hereby, and its consolidated subsidiaries. Parent refers to Burlington Stores, Inc. alone, Holdings refers to Burlington Coat Factory Investments Holdings, Inc., Parent s indirect, wholly-owned subsidiary, and BCFWC refers to Burlington Coat Factory Warehouse Corporation, Holdings direct, wholly-owned subsidiary.

Company Overview

Founded in 1972, we are a national off-price retailer of high quality branded apparel, operating 503 stores, inclusive of an internet store, in 44 states and Puerto Rico. We are a market leader in the fast growing off-price retail channel. We offer our merchandise using an Every Day Low Price (EDLP) model with savings up to 60-70% off department and specialty store regular prices. We provide our customers an extensive selection of better and moderate, fashionable branded product in women s ready-to-wear apparel, menswear, youth apparel, baby products, footwear, accessories, home goods and coats. We feature merchandise from over 3,500 vendors, with a focus on major nationally-recognized brands. This vendor breadth provides our customers with a treasure hunt experience of searching for great brands at great value.

Our average store size is approximately 80,000 square feet, which is two to three times the size of our largest off-price competitors stores. Our larger store size has allowed us to offer more categories and substantially more breadth in each product category than our off-price competitors and to establish ourselves as a destination for select categories, including coats, youth and baby, special-occasion dresses and men s tailored apparel. We believe that our leadership in the off-price channel in select categories and our broad and diverse merchandise offering allow our stores to attract customers from beyond their local trade areas.

Large and Growing Off-Price Channel

We operate within the large and growing off-price channel in the United States. According to The NPD Group, the off-price apparel channel grew at a 5% compound annual growth rate (CAGR) during the three years ending December 2012. Over that period, sales in the off-price channel have grown over 10 times faster than the department store and national chain channels. We believe that the increasing demand for the off-price channel will continue to be driven by consumers growing focus on, and preference for, the value available at off-price retailers.

Our Competitive Strengths

Leading Destination for On-Trend, Branded Merchandise at a Great Value

We offer a broad and compelling assortment of on-trend, branded apparel and related merchandise. Our average store size is approximately 80,000 square feet, which is two to three times the size of our largest off-price competitors stores, allowing us to carry substantially more breadth in each product category, including branded apparel for various lifestyles, fashion preferences and sizes. We have a long heritage of leadership in select core categories including coats, youth and baby, special-occasion dresses and men s tailored apparel. We employ a broad merchandising strategy that provides the customer with a wide range of choices and a limited number of units per style, which fosters a sense of scarcity and urgency to purchase now. The frequent arrival of new merchandise to our stores encourages our customers to return to our stores regularly.

Compelling Value and Every Day Low Price Model

We employ an Every Day Low Price model that offers customers savings of up to 60-70% off department and specialty store regular prices. Our price tags feature a compare at price, indicating the savings for the customer. We believe our EDLP approach contributes to a simpler and better value proposition by eliminating the customer s need to wait for sales, use coupons or participate in loyalty programs to realize savings.

Flexible Off-Price Sourcing and Merchandising Model

We aim to purchase the majority of our merchandise in-season, with our merchants spending time weekly in-market, buying on-site from vendors, to take advantage of the latest fashion trends. We seek to optimize our open-to-buy, which is the portion of our inventory receipt budget that remains unbought at any given point. We believe, as a result of how we manage our open-to-buy position, our merchants are able to execute compelling purchases opportunistically from our vendors. We have long-standing relationships with thousands of leading vendors, including many of the world s largest apparel manufacturers, and no one vendor accounts for more than 4% of our merchandise. We believe that merchandise vendors, including those with whom we work, increasingly view off-price retail as an attractive channel through which to reach their customers.

We consistently evaluate new vendors to add to our stores and review existing vendors to ensure that we have access to the best products and brands at great value. We believe that our in-season buying strategy and broad vendor relationships allow us to provide our customers with consistently fresh, on-trend and high quality offerings across a broad range of categories.

Attractive Store Economics

We have a proven and attractive store model that generates strong cash flow and consistent store-level financial results. We have opened an average of 23 new stores per year since 2006 and our new stores have an average payback period of less than three years. Over 98% of our stores are profitable on a store-level cash flow basis, and we believe we have considerable room to grow profitability. Our stores have been successful in varying geographic regions, population densities, store footprint sizes and real estate settings. We believe our robust store model, reinforced by our sophisticated site selection process and in-store execution drives consistent performance across our store base.

Proven Management and Merchant Team with Off-Price Retail Experience

We have assembled a strong and empowered management team with a median experience of 24 years in the retail industry and a median tenure of five years with us. Our management team has complementary experiences across a broad range of disciplines in the retail industry, including at other leading off-price retailers, department stores and specialty stores. Our management team, through our incentive equity plan, is aligned with the objectives of our stockholders.

Recent Strategic Initiatives

In December 2008, we hired Tom Kingsbury as President and CEO to help define and lead our transformation. Since then, we have made significant investments in people, processes and systems to transform our business. We believe that we are in the early stages of realizing the return on these investments, which we expect will result in accelerated growth and enhanced profitability.

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Assembled a Talented, Experienced Management Team

Under Tom s leadership, we have assembled a proven and successful management team with significant retail and off-price experience from various best-in-class retailers. We have placed five of our top eight executives in their current roles, including those leading the merchandising, marketing, merchandise planning and allocation, supply chain, and human resources functions. Most recently, in 2012, we hired Paul Metcalf as our Chief Merchandising Officer to oversee and enhance the execution of our merchandising model.

Refined Our Off-Price Model Through Improved Buying, Inventory Management and Supply Chain Investment

We have refined and improved our execution of our off-price model and redesigned our merchant organization to provide more clear and distinct roles where our buyers focus primarily on buying and the support team focuses on planning and allocation, and we now have information systems that support data-driven decisions for both. We have also made significant investments to upgrade talent across these functions. We have increased our portion of in-season versus pre-season buys to increase the freshness of our merchandise offering. This strategy puts us more in line with our primary off-price competitors, as opposed to department stores, which primarily purchase pre-season. In part due to this focus on inventory freshness and providing great values, from May 31, 2008 to February 2, 2013 our comparable store inventory turnover increased by 52% and our inventory aged 90 days or older decreased by 43%.

We have improved our access to the highest quality nationally-branded products through our network of 3,500 vendors. We have renewed our emphasis on buyers spending time interacting face-to-face with new and existing vendors and on continuously evaluating fashion trends and emerging businesses. Over the last two years, we have invested in our supply chain infrastructure to support our off-price buying model. We expect to continue to invest in our supply chain infrastructure to facilitate our ongoing growth. In addition to our East Coast buying presence, we are opening a West Coast buying office this year to better enable access to vendors in that region. We are focusing on brands relevant to our customers, which we believe will drive traffic to our stores. In order to improve our buying decisions, we formalized a new framework that we believe will help our merchants continue to deliver great brands and great values to our customers.

Invested in Technology and Systems to Drive Growth and Improve Efficiency

Since 2009, we have also invested over $41 million in new, best-in-class information technology and merchandising systems solutions across our business functions to enhance the consistency of our execution and to improve the scalability of these functions across a growing store base. We believe our new merchandise planning and customized, in-house allocation systems, combined with our recent focus on developing the capability to localize inventory allocation, will help us to improve sales and margins by ensuring that we plan and allocate the right product to the right store at the right time. Our business intelligence system provides improved data visibility and allows us to identify trends to which our merchandising team can opportunistically respond. Our markdown optimization system is designed to maximize sales and total margin dollars by recommending markdowns at the style and color level to achieve defined sell-through targets and exit dates.

Built Data-Driven Testing Culture to Ensure Successful Rollout of New Initiatives

In addition to our investments in specific systems, our management team has built a strong data-driven testing culture. We regularly launch tests of new initiatives and rigorously measure effectiveness prior to chain-wide rollout. For example, in 2012, we tested a new in-store merchandising fixture for kids and men s shoes. After observing significant sales lift, we are rolling this fixture out in all existing stores and our new stores. Our improved testing capability has begun to enable us to drive growth in an increasingly predictable manner while minimizing distraction to our store team.

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Sharpened Focus on Our Core Female Customer

We have focused on better serving our core female customer: a brand-conscious fashion enthusiast, aged 25-49, with an average annual household income of $25,000-$75,000, by improving and expanding our offerings for her and by building on our strength in categories for her family, such as youth and baby, special occasions and menswear. We launched a new marketing campaign that specifically targeted our core customer and continue to refine our efforts to increase the frequency of her visits and average spend. As an early indicator of the success of this initiative, the Fiscal 2012 comparable store sales growth for women s ready-to-wear apparel (excluding coats), our single largest product category, was approximately 7.8%.

Introduced Program to Improve Customer Experience and Store Operations

We aim to deliver an easy and consistent customer experience. We have significantly enhanced the store experience and ease of shopping at all of our stores by simplifying our merchandise presentation, implementing a comprehensive program focused on offering more brands and styles and improving store navigation. We have accomplished this by utilizing clear way-finding signs and distinct product signage, highlighting key brands and new arrivals, improving organization of the floor space, reducing rack density, facilitating quicker checkouts and delivering better customer service. We have made particular improvements in product size visibility, queuing and fitting rooms.

To ensure consistent execution of our customer experience priorities, we have improved our store associate training, reorganized and strengthened our field management organization, implemented a store labor scheduling system and revamped our employee satisfaction program. In addition, since 2009 we have hired more than 200 new store managers from outside our organization, many from best-in-class retailers including our competition. These initiatives have better aligned store management and labor staffing to operational priorities, improved the customer experience and resulted in approximately a 350 basis point reduction in store payroll as a percentage of sales from 2008 through 2012.

Our improved customer experience, in conjunction with more consistent in-store execution, enabled us to achieve 71% overall customer satisfaction in 2012, a 20-point improvement since we began tracking this metric in 2008. We have also implemented operational audits to measure performance against clearly defined operational standards. To date, stores that have achieved higher audit scores have generated higher comparable store sales.

Refreshed Our Existing Store Base

By the end of Fiscal 2013 we anticipate that 66% of our stores will either be new, refreshed, remodeled or relocated since 2006. In our refreshed and remodeled stores, we have incorporated: new flooring, painting, lighting and graphics, relocated our fitting rooms to maximize productive selling space and made various other improvements as necessary on a store-by-store basis. We continue to invest in store refreshes and remodels on a store-by-store basis where appropriate, taking into consideration the age, sales and profitability of a store and the potential customer satisfaction improvement.

Enhanced Real Estate Analysis and New Store Selection Process

We have reengineered our new store development process to utilize more sophisticated criteria for real estate site selection and to reduce our total new store investment. Our real estate process consists of a review of demographics, population density, cannibalization impact, traffic patterns, competitive dynamics, co-tenancy considerations and ease of access, in order to meet acceptable return criteria. We have partnered with landlords to increase the landlord funded tenant improvements in new stores and have improved our opening inventory to increase cash-on-cash returns. Under our enhanced real estate selection process, we opened 15 new stores in Fall 2011 and 6 new stores in Spring 2012, which, on average, have performed in line with their initial sales projections during their first full year of operation.

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Our Growth Strategies

We believe there are significant opportunities to drive sustainable sales and margin growth. We believe each of the initiatives discussed above will play an important role in our ability to execute on our growth strategies, given the recency of their implementation as shown in the below timeline.

Summary of Strategic Initiative	Timing of Implementation
Assembled a talented, experienced management team	The current management team has been built over the past five years
	Recent additions include our Chief Marketing Officer (June 2011) and Chief Merchandising Officer (April 2012)
Refined our off-price model through improved buying, inventory management and supply chain investment	The buying model has been refined over the past four to five years resulting in continual improvements in execution
	Median tenure of our general and division merchandising managers with us is approximately 2 years
Invested in technology and systems to drive growth and improve efficiency	Merchandise planning system implementation completed in August 2011
	Merchandise allocation system enhancements completed in July 2012
	Markdown optimization system rollout to most categories was completed in August 2012 with remaining areas to be completed in Fall 2013
Built data-driven testing culture with robust measurements of results to ensure successful rollout of new initiatives	Began running initial tests in late 2011
Sharpened focus on our core female customer	As part of the preparation for the launch of our refocused marketing campaign in Spring 2011, we increased emphasis on gathering customer insights and data
	Continue to tailor our marketing on an ongoing basis to better cater to our core customer
Introduced program to improve customer experience and store operations	We increased our focus on customer service beginning in 2010; however, many specific initiatives have been implemented only in the last two years
	As an example, we improved store navigational signage and simplified merchandising presentation in early 2012 and rolled out

to the full store base later that year

Store operational audits began as a pilot program in Fall 2011 and rolled out to the full store base in Spring 2012

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Summary of Strategic Initiative	Timing of Implementation
Enhanced real estate analysis and new store selection process	Current version of our real estate site selection process has been utilized for new stores since Fall 2011

We believe these recent initiatives will enable us to execute on the following growth strategies:

Drive Comparable Store Sales Growth

We intend to build upon our comparable store sales growth momentum through the following initiatives:

Continue to Enhance Execution of the Off-Price Model. We plan to drive comparable store sales by ensuring that we consistently deliver fresh merchandise to our selling floors. We intend to continue to reduce comparable store inventories, which we believe will result in faster inventory turns and reduced markdowns. We regularly seek to take advantage of opportunistic buys of highly desirable branded products and key seasonal goods to sell in the current season or in a future season, which we refer to as pack-and-hold merchandise. We also continually use our business intelligence systems to identify sell-through rates by product, capitalize on strong performing categories, identify and buy into new fashion trends and opportunistically acquire products in the marketplace.

Improve Merchandising Localization. Our recent investments increasingly allow us to improve on delivering the right products to the right stores at the right time by refining our allocations of merchandise to the appropriate stores. Over time, we expect our efforts will result in an improved assortment of brands, sizes, price points and product attributes that cater to customer preferences at the store level.

Increase Sales of Women s Ready-to-Wear Apparel, Shoes and Accessories. We plan to continue to improve our product offering, store merchandising and marketing focus on women s ready-to-wear apparel, shoes and accessories to capture incremental sales from our core female customer and become a destination for her across all categories.

Introduction of a New Marketing Campaign for Fall of 2013. Over the past few years, our marketing initiatives have focused on communicating our core value proposition (a wide breadth of great branded values). This Fall we plan to refine our marketing campaign to develop a richer and more emotive relationship with customers while continuing to reinforce our core value proposition that we know drives customers to shop with us.

Open a West Coast Buying Office. We expect to open our West Coast buying office by Fall 2013 to increase our access to brands and vendors and allow us to react more quickly to attractive merchandise buying opportunities in this region. We have already begun to build a West Coast buying team in advance of the office opening.

Increase Our e-Commerce Sales. We have been selling to our customers online for more than a decade. We plan to leverage this heritage, along with our newly relaunched e-commerce platform, to expand our online assortment and utilize e-commerce strategies to drive incremental traffic to our stores.

Expand Our Retail Store Base

We believe there is significant opportunity to expand our retail store base in the United States. In line with recent growth, our goal is to open approximately 25 new stores annually. The stores we have opened in the last two years are among our stronger performing stores, and, aided by our enhanced real estate selection model, have the most consistent performance relative to our underwriting model. Based on a detailed market-by-market analysis of internal and third-party data and our operating experience, we believe the U.S. market can support at least 1,000 stores. In addition, we continue to explore the growth potential of modified store formats that may offer incremental opportunity for growth.

Enhance Operating Margins

We intend to increase our margins through the initiatives described below.

- *Optimize Markdowns.* Our new markdown system will allow us to maximize sales and gross margin dollars based on forward looking sales forecasts, sell-through targets, and exit dates. This allows us to optimize markdowns at the style and color level by store cluster.

- *Enhance Purchasing Power.* We believe that our growth and new West Coast buying office will provide us with the opportunity to capture incremental buying opportunities and realize economies of scale in our merchandising and non-merchandising purchasing activities.

- *Drive Operating Leverage.* We believe that we will be able to leverage our growing sales over the fixed costs of our business. In addition, we are focused on continuing to improve the efficiency of our corporate and in-store operations. Furthermore, we expect operating costs to grow less rapidly in the future as we approach the middle and latter stages of our organizational investments.

Our successful execution of these growth strategies may be affected by challenges or risks outside of our control, including but not limited to an incremental slowdown in the U.S. economy, increased competition from other retailers, and unforeseen legal or regulatory changes.

Risk Factors

An investment in our common stock involves a high degree of risk. Any of the factors set forth under Risk Factors may limit our ability to successfully execute our business strategy. You should carefully consider all of the information set forth in this prospectus and, in particular, should evaluate the specific factors set forth under Risk Factors in deciding whether to invest in our common stock. Among these important risks are the following:

Competitive risks and challenges related to our business:

- General economic conditions and consumer spending affect our business.

- We face increased competition from other retailers that could adversely affect our business.

- Our results also depend on the successful implementation of several additional strategic initiatives. We may not be able to implement these strategies successfully, on a timely basis, or at all.

- Fluctuations in comparable store sales and results of operations could cause our business performance to decline substantially.

- Our growth strategy includes the addition of a significant number of new stores each year. We may not be able to implement this strategy successfully, on a timely basis, or at all.

- Our net sales, operating income and inventory levels fluctuate on a seasonal basis and decreases in sales or margins during our peak seasons could have a disproportionate effect on our overall financial condition and results of operations.

Risks related to our indebtedness:

Our substantial indebtedness requires a significant amount of cash. Our ability to generate sufficient cash depends on numerous factors beyond our control, and we may be unable to generate sufficient cash flow to service our debt obligations, including making payments on our outstanding notes.

Our debt agreements impose significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities.

Our failure to comply with the agreements relating to our outstanding indebtedness, including as a result of events beyond our control, could result in an event of default that could materially and adversely affect our results of operations and our financial condition.

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Risks related to our common stock:

Following the offering, we will be classified as a controlled company and, as a result, we will qualify for, and intend to rely on, exemptions from certain corporate governance requirements. You will not have the same protections afforded to stockholders of companies that are subject to such requirements.

Our majority stockholder will have the ability to control significant corporate activities after the completion of this offering and our majority stockholder s interests may not coincide with yours.

If you purchase shares of common stock sold in this offering, you will incur immediate and substantial dilution.

Our Corporate Information

We were organized in 2013 under the name Burlington Holdings, Inc. and currently exist as a Delaware corporation. On September 10, 2013 we changed our name to Burlington Stores, Inc. Our indirect subsidiary, BCFWC, was initially organized in 1972 as a New Jersey corporation, was reincorporated in 1983 in Delaware when the company originally became a public company and currently exists as a Delaware corporation. BCFWC became a direct, wholly-owned subsidiary of Holdings in connection with the acquisition of BCFWC on April 13, 2006 by affiliates of Bain Capital Partners, LLC (along with its associated investment funds, or any successor to its investment management business, Bain Capital) in a take private transaction (the Merger Transaction) and became an indirect, wholly-owned subsidiary of ours on February 14, 2013, in connection with our corporate reorganization. Our principal executive offices are located at 1830 Route 130 North, Burlington, New Jersey 08016. Our telephone number is (609) 387-7800. The address of our main website is *www.burlingtoncoatfactory.com*. The information contained on our website does not constitute a part of this prospectus.

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Organizational Structure

The chart below illustrates our current basic corporate structure and our basic corporate structure upon completion of this offering.

Equity Sponsor

Bain Capital is a global private investment firm that manages several pools of capital including private equity, high-yield assets, mezzanine capital and public equity with approximately $67 billion in assets under management. Since its inception in 1984, Bain Capital s private equity affiliates have made over 500 investments in a variety of industries around the world. Currently, Bain Capital has a team of over 260 professionals dedicated to investing in and supporting its portfolio companies. Headquartered in Boston, Bain Capital has offices in New York, Chicago, Palo Alto, London, Munich, Hong Kong, Shanghai, Tokyo and Mumbai.

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Bain Capital has a long and successful history of investing in retail businesses as well as consumer products companies distributing through retailers, and has a dedicated group of investment professionals focused on the sector. Bain Capital has made a number of retail and consumer products investments, including: Bloomin Brands, Brookstone, Burger King, Dollarama, Domino s Pizza, Duane Reade, Dunkin Brands, Gymboree, Michaels Stores, Sealy, Shoppers Drug Mart, Sports Authority, Staples, and Toys R Us.

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The Offering

Issuer	Burlington Stores, Inc.
Common stock offered by us	13,333,333 shares.
Underwriters option to purchase additional shares	We have granted the underwriters a 30-day option to purchase up to an additional 2,000,000 shares at the public offering price less underwriting discounts and commissions.
Common stock to be outstanding immediately after completion of this offering	Immediately following the consummation of this offering, we will have 71,632,530 shares of common stock outstanding, or 73,632,530 shares, if the underwriters option to purchase additional shares is exercised in full.
	As used in this prospectus, the term common stock, when used in reference to our capital structure before the filing of our amended and restated certificate of incorporation, means the Class A and Class L common stock, and, when used in reference to our capital structure following the Reclassification and the filing of such certificate, means the common stock, unless otherwise specified.
Use of proceeds	We estimate that the proceeds to us from this offering, after deducting estimated underwriting discounts and commissions and offering expenses payable by us (including a transaction fee under our Advisory Agreement with an affiliate of Bain Capital equal to 1% of the gross proceeds of this offering which we expect to be approximately $2.0 million), will be approximately $181.5 million, assuming the shares offered by us are sold for $15.00 per share, the mid-point of the price range set forth on the cover of this prospectus.
	We intend to use the net proceeds from the sale of common stock by us in this offering, together with cash on hand, to redeem approximately $170.6 million aggregate principal amount of our 9.00%/9.75% Senior Notes due 2018 issued by Burlington Holdings, LLC (Holdings LLC) and Burlington Holdings Finance, Inc. (our Holdco notes), which will include related redemption premiums of approximately $3.4 million, to pay a termination fee under our Advisory Agreement with an affiliate of Bain Capital of $11.0 million and for other general corporate purposes. For additional information, see Use of Proceeds.
Principal stockholders	Upon completion of this offering, affiliates of Bain Capital will beneficially own a controlling interest in us. We currently intend to avail ourselves of the controlled company exemption under the corporate governance rules of the New York Stock Exchange.

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Dividend policy	We currently expect to retain all available funds and any future earnings to fund the development and growth of our business and to repay indebtedness; therefore, we do not anticipate paying any cash dividends in the foreseeable future. For additional information, see Dividend Policy.
Proposed symbol for trading on the New York Stock Exchange	BURL.
Amended and Restated Certificate of Incorporation	Prior, and as a condition, to the issuance of shares in this offering, we will file an amended and restated certificate of incorporation with the Secretary of State of the State of Delaware to authorize our capital stock of 500,000,000 shares of common stock, par value $0.0001 per share, and 50,000,000 shares of preferred stock, par value $0.0001 per share. The amended and restated certificate of incorporation will become effective immediately prior to the closing of this offering. We will obtain approval of our amended and restated certificate of incorporation from our Board of Directors and stockholders prior to completion of this offering.
Risk factors	For a discussion of risks relating to the Company, our business and an investment in our common stock, see Risk Factors and all other information set forth in this prospectus before investing in our common stock.

Unless otherwise indicated, all information in this prospectus relating to the number of shares of common stock to be outstanding immediately after this offering:

- assumes the effectiveness of our amended and restated certificate of incorporation and amended and restated bylaws, which we will adopt prior to the completion of this offering;
- is based on the number of shares outstanding after giving effect to the Reclassification (assuming an offering price of $15.00 per share (the mid-point of the price range set forth on the cover of this prospectus)), see The Reclassification ;
- excludes 4,683,151 shares of common stock issuable upon the exercise of outstanding stock options at a weighted average exercise price of $2.97 per share; and
- assumes (1) no exercise by the underwriters of their option to purchase up to 2,000,000 additional shares from us and (2) an initial public offering price of $15.00 per share, the mid-point of the price range set forth on the cover of this prospectus.

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Summary Historical Consolidated Financial and Other Data

The following table presents our summary historical consolidated financial data and certain other financial data. The historical consolidated balance sheet data as of January 28, 2012 and February 2, 2013 and the consolidated statement of operations data and consolidated statement of cash flows data for the fiscal years ended January 29, 2011 (Fiscal 2010), January 28, 2012 (Fiscal 2011) and February 2, 2013 (Fiscal 2012) have been derived from our historical audited consolidated financial statements, which are included in this prospectus. The consolidated balance sheet data as of Fiscal 2010 are derived from our accounting records. The consolidated statement of operations data, consolidated balance sheet data and consolidated statement of cash flows data as of and for the six months ended July 28, 2012 and August 3, 2013 have been derived from our historical unaudited condensed consolidated financial statements, which are included in this prospectus. Operating results for the six months ended August 3, 2013 are not necessarily indicative of the results that may be expected for the entire fiscal year ending February 1, 2014. Fiscal 2013 refers to the Company s fiscal year ending February 1, 2014.

The historical consolidated financial data and other financial data presented below should be read in conjunction with our audited consolidated financial statements and the related notes thereto and our unaudited condensed consolidated financial statements and the related notes thereto, included elsewhere in this prospectus, and the sections entitled Capitalization and Management s Discussion and Analysis of Financial Condition and Results of Operations. Our historical consolidated financial data may not be indicative of our future performance.

	Fiscal Year Ended(1)			Six Months Ended(1)	
	January 29, 2011	**January 28, 2012**	**February 2, 2013**	**July 28, 2012**	**August 3, 2013**
			(in thousands)		
Consolidated Statement of Operations Data:					
Revenues:					
Net Sales	$ 3,669,602	$ 3,854,134	$ 4,131,379	$ 1,846,603	$ 2,028,724
Other Revenue	31,487	33,397	34,125	15,093	15,745
Total Revenue	3,701,089	3,887,531	4,165,504	1,861,696	2,044,469
Costs and Expenses:					
Cost of Sales	2,252,346	2,363,464	2,530,124	1,163,434	1,267,973
Selling and Administrative Expenses	1,153,573	1,215,774	1,312,682	610,233	654,461
Costs Related to Debt Amendment	3,040	(473)	4,175	3,094	11,457
Stock Option Modification Expense					7,263
Restructuring	2,200	7,438	2,999	1,806	2,179
Depreciation and Amortization	146,759	153,070	166,786	79,903	85,239
Impairment	2,080	1,735	11,539	78	139
Loss on Extinguishment of Debt		37,764	2,222	3,413	617
Other Income, Net	(11,346)	(9,942)	(8,115)	(4,415)	(4,605)
Interest Expense	99,309	129,121	113,927	57,108	67,630
Total Costs and Expenses	3,647,961	3,897,951	4,136,339	1,914,654	2,092,353
Income (Loss) Before Income Tax Expense (Benefit)	53,128	(10,420)	29,165	(52,958)	(47,884)
Income Tax Expense (Benefit)	22,130	(4,148)	3,864	(17,761)	(17,307)
Net Income (Loss)	$ 30,998	$ (6,272)	$ 25,301	$ (35,197)	$ (30,577)
Class L Preference Amount	$ (105,613)	$ (123,270)	$ (146,923)	$ (69,738)	$ (82,905)
Net Loss Attributable to Class A Stockholders	$ (74,615)	$ (129,542)	$ (121,622)	$ (104,935)	$ (113,482)
Allocation of Net Income (Loss) to Common Stockholders Basic:					
Class L Stockholders	$ 105,613	$ 123,270	$ 146,923	$ 69,738	$ 82,905

Class A Stockholders	$ (74,615)	$ (129,542)	$ (121,622)	$ (104,935)	$ (113,482)

	Fiscal Year Ended(1)			Six Months Ended(1)	
	January 29, 2011	January 28, 2012	February 2, 2013	July 28, 2012	August 3, 2013
	(in thousands, except per share data)				
Net Income (Loss) Per Share Basic:					
Class L Stockholders	$ 21.09	$ 24.58	$ 28.76	$ 13.68	$ 15.93
Class A Stockholders	$ (1.66)	$ (2.87)	$ (2.64)	$ (2.29)	$ (2.42)
Allocation of Net Income (Loss) to Common: Stockholders Diluted:					
Class L Stockholders	$ 105,613	$ 123,270	$ 146,923	$ 69,738	$ 82,905
Class A Stockholders	$ (82,577)	$ (140,824)	$ (134,086)	$ (111,915)	$ (159,467)
Net Income (Loss) Per Share Diluted:					
Class L Stockholders	$ 21.09	$ 24.58	$ 28.76	$ 13.68	$ 15.93
Class A Stockholders	$ (1.83)	$ (3.12)	$ (2.92)	$ (2.44)	$ (3.40)
Weighted Average Number of Shares Basic and Diluted:					
Class L Stockholders	5,007	5,016	5,109	5,096	5,206
Class A Stockholders	45,060	45,146	45,982	45,865	46,850

	Fiscal Year Ended(1) February 2, 2013	Six Months Ended(1) August 3, 2013
	(in thousands, except per share data)	
Pro Forma Consolidated Statement of Operations Data(2):		
Pro Forma Net Income (Loss)	$ 28,052	$ (24,245)
Pro Forma Net Income (Loss) Per Share Basic		
Common Stock	$ 0.40	$ (0.34)
Pro Forma Net Income (Loss) Per Share Diluted		
Common Stock	$ 0.40	$ (0.34)
Pro Forma Weighted Average Shares Outstanding:		
Basic	69,532	70,599
Diluted	70,082	70,599

	Fiscal Year Ended(1)			Six Months Ended(1)	
	January 29, 2011	January 28, 2012	February 2, 2013	July 28, 2012	August 3, 2013
	(in thousands)				
Consolidated Statement of Cash Flow Data:					
Net Cash Provided by Operations	$ 208,704	$ 249,983	$ 452,509	$ 250,594	$ 57,862
Net Cash Used in Investing Activities	(159,962)	(158,773)	(165,816)	(61,802)	(67,606)
Net Cash Used in Financing Activities	(43,278)	(85,760)	(279,021)	(192,786)	(185)
Consolidated Balance Sheet Data (end of the period):					
Cash and Cash Equivalents	$ 30,214	$ 35,664	$ 43,336	$ 31,670	$ 33,407
Inventory	644,228	682,260	680,190	636,848	748,308
Working Capital(3)	386,196	337,901	104,799	114,460	88,752
Total Debt (Including Current Portion)	1,372,285	1,613,123	1,336,316	1,424,291	1,694,338

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	Fiscal Year Ended(1) January 29, 2011	January 28, 2012	February 2, 2013	Six Months Ended(1) July 28, 2012	August 3, 2013
	(in thousands, except store data and percentages)				
Class L Common Stock	$ 790,755	$ 884,945	$ 1,029,189	$ 953,331	$ 1,076,244
Total Stockholders Deficit(4)	(603,242)	(995,890)	(1,109,458)	(1,097,043)	(1,515,157)
Other Financial Data:					
Number of Stores (at end of period)(5)	460	477	500	482	503
Comparable Store Sales (Decline) Growth(6)	(0.2)%	0.7%	1.2%	1.7%	5.5%
Average Sales Per Store	$ 7,977	$ 8,080	$ 8,263	$ 3,831	$ 4,033
Annualized Store Inventory Turnover(7)	2.9	3.1	3.6	3.2	3.7
Gross Margin Rate	38.6%	38.7%	38.8%	37.0%	37.5%
Adjusted EBITDA(8)	$ 308,221	$ 315,000	$ 331,964	$ 92,677	$ 126,471
Adjusted Net Income (Loss)(8)	56,081	37,350	59,589	(21,058)	(7,441)

(1) Fiscal years ended January 29, 2011 and January 28, 2012 consisted of 52 weeks. Fiscal year ended February 2, 2013 consisted of 53 weeks. The six months ended July 28, 2012 and August 3, 2013 consisted of 13 weeks.

(2) The pro forma consolidated statements of operations data for Fiscal 2012 and the six months ended August 3, 2013 give effect to (a) the cancellation of existing Class A common stock, (b) the conversion of our Class L common stock into Class A common stock, (c) the reclassification of our Class A common stock, as described in The Reclassification, (d) the 11-for-1 split of our Class A common stock, (e) the issuance of common stock in this offering and the application of the net proceeds therefrom as described in Use of Proceeds, (f) the related impact in recurring interest expense of $8.0 million related to the redemption of approximately $170.6 million principal of our Holdco notes for the six months ended August 3, 2013 and (g) the elimination of the Advisory Fee with an affiliate of Bain Capital of $4.3 million and $2.2 million for Fiscal 2012 and the six months ended August 3, 2013, respectively. For additional detail on the components of, and adjustments related to, the pro forma consolidated statements of operations data, see Selected Historical Consolidated Financial and Other Data.

(3) We define working capital as current assets (excluding restricted cash and cash equivalents) minus current liabilities (including the current portion of long-term debt and accrued interest thereon).

(4) In February 2013, we declared a special cash dividend of approximately $336.0 million ($64.82 per unit, which consists of one share of Class L common stock together with nine shares of Class A common stock) to our stockholders from the proceeds of the offering of the Holdco notes, payable to Class A and Class L stockholders on a pro rata basis. In February 2011, in connection with the offering of the Senior Notes by BCFWC and the refinancing of the Senior Secured Term Loan Facility, the Company declared a special cash dividend of approximately $300.0 million ($59.40/unit), in the aggregate, payable to Class A and Class L stockholders on a pro rata basis.

(5) The number of stores is inclusive of an internet store.

(6) We define comparable store sales as sales of those stores, including online, commencing on the first day of the fiscal month one year after the end of their grand opening activities, which normally conclude within the first two months of operations.

(7) Annualized Store Inventory Turnover is calculated by dividing comparable store retail sales by the average comparable store retail value of inventory for the period being measured. The calculation is based on a rolling 13 month average of inventory and the last 12 months sales.

(8) The following tables calculate our Adjusted EBITDA and Adjusted Net Income (Loss). Adjusted EBITDA and Adjusted Net Income (Loss) are non-GAAP financial measures. Adjusted EBITDA is defined as net income (loss), exclusive of (a) interest expense, net, (b) loss on debt extinguishment, (c) income tax expense (benefit), (d) depreciation and amortization, (e) impairment, (f) advisory fees, (g) stock option modification expense and (h) costs related to debt amendments. Adjusted Net Income (Loss) is defined as net income (loss), exclusive of the following items; (i) net favorable lease amortization, (ii) costs related to debt amendments, (iii) stock option modification expense, (iv) loss on extinguishment of debt, (v) impairment and (vi) advisory fees, all of which are tax effected to arrive at Adjusted Net Income (Loss).

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We present Adjusted EBITDA and Adjusted Net Income (Loss) because we believe they are useful supplemental measures in evaluating the performance of our business and provide greater transparency into our results of operations. Adjusted EBITDA and Adjusted Net Income (Loss) provide management, including our chief operating decision maker, with helpful information with respect to our operations.

The following table provides a reconciliation from Net Income (Loss) to Adjusted EBITDA:

	Fiscal Year Ended(1)			Six Months Ended(1)	
	January 29, 2011	January 28, 2012	February 2, 2013	July 28, 2012	August 3, 2013
			(in thousands)		
Net Income (Loss)	$ 30,998	$ (6,272)	$ 25,301	$ (35,197)	$ (30,577)
Interest Expense, Net	98,925	129,039	113,786	57,062	67,465
Loss on Debt Extinguishment		37,764	2,222	3,413	617
Income Tax Expense (Benefit)	22,130	(4,148)	3,864	(17,761)	(17,307)
Depreciation and Amortization	146,759	153,070	166,786	79,903	85,239
Impairment	2,080	1,735	11,539	78	139
Advisory fees	4,289	4,285	4,291	2,085	2,175
Stock Option Modification Expense					7,263
Costs Related to Debt Amendments	3,040	(473)	4,175	3,094	11,457
Adjusted EBITDA	$ 308,221	$ 315,000	$ 331,964	$ 92,677	$ 126,471

The following table provides a reconciliation from Net Income (Loss) to Adjusted Net Income (Loss):

	Fiscal Year Ended(1)			Six Months Ended(1)	
	January 29, 2011	January 28, 2012	February 2, 2013	July 28, 2012	August 3, 2013
			(in thousands)		
Net Income (Loss)	$ 30,998	$ (6,272)	$ 25,301	$ (35,197)	$ (30,577)
Net Favorable Lease Amortization(9)	30,389	29,245	31,292	14,195	15,665
Costs Related to Debt Amendments	3,040	(473)	4,175	3,094	11,457
Stock Option Modification Expense(10)					7,263
Loss on Extinguishment of Debt		37,764	2,222	3,413	617
Impairment Charges	2,080	1,735	11,539	78	139
Advisory Fees	4,289	4,285	4,291	2,085	2,175
Tax Effect(11)	(14,715)	(28,934)	(19,231)	(8,726)	(14,180)
Adjusted Net Income (Loss)	$ 56,081	$ 37,350	$ 59,589	$ (21,058)	$ (7,441)

(9) Net favorable lease amortization represents the non-cash amortization expense associated with favorable and unfavorable leases that were recorded as a result of purchase accounting related to the April 2006 Merger Transaction, and are recorded in the line item Depreciation and Amortization in our Consolidated Statement of Operations and Comprehensive Loss.
(10) Represents expenses incurred as a result of the May 2013 stock option modification.
(11) Tax effect is calculated based on effective tax rates of 37.0%, 39.9%, 35.9%, 38.2% and 38.0% for Fiscal 2010, Fiscal 2011, Fiscal 2012 and the six months ended July 28, 2012 and August 3, 2013, respectively.

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RISK FACTORS

Investing in our common stock involves a number of risks. Before you purchase our common stock, you should carefully consider the risks described below and the other information contained in this prospectus, including our consolidated financial statements and accompanying notes. If any of the following risks actually occurs, our business, financial condition, results of operation or cash flows could be materially adversely affected. In any such case, the trading price of our common stock could decline, and you could lose all or part of your investment.

Risks Related to Our Business and Our Substantial Indebtedness

General economic conditions and consumer spending affect our business.

Consumer spending habits, including spending for the merchandise that we sell, are affected by, among other things, prevailing global economic conditions, inflation, levels of employment, salaries and wage rates, prevailing interest rates, housing costs, energy costs, commodities pricing, income tax rates and policies, consumer confidence and consumer perception of economic conditions. In addition, consumer purchasing patterns may be influenced by consumers disposable income, credit availability and debt levels. An incremental slowdown in the U.S. economy, an uncertain global economic outlook or an expanded credit crisis could adversely affect consumer spending habits resulting in lower net sales and profits than expected on a quarterly or annual basis. Consumer confidence is also affected by the domestic and international political situation. Our financial condition and operations could be impacted by changes in government regulations in areas including, but not limited to, taxes and healthcare. The outbreak or escalation of war, or the occurrence of terrorist acts or other hostilities in or affecting the U.S., could lead to a decrease in spending by consumers. In addition, natural disasters, industrial accidents and acts of war in various parts of the world could have the effect of disrupting supplies and raising prices globally which, in turn, may have adverse effects on the world and U.S. economies and lead to a downturn in consumer confidence and spending.

We face increased competition from other retailers that could adversely affect our business.

The retail sector is highly competitive, and retailers are constantly adjusting their promotional activity and pricing strategies in response to changing conditions. We compete on the basis of a combination of factors, including among others, price, breadth, quality and style of merchandise offered, in-store experience, level of customer service, ability to identify and respond to new and emerging fashion trends, brand image and scalability. We compete with a wide variety of large and small retailers for customers, vendors, suitable store locations and personnel. In order to increase traffic and drive consumer spending in the economic environment of the past several years, competitors, including department stores, mass merchants and specialty apparel stores, have been offering brand-name merchandise at substantial markdowns. Continuation of this trend, or the possible effect on consumer buying patterns that improving economic conditions could have, may cause consumer demand to shift from off-price retailers to other retail categories, which could have a material adverse effect on our business, financial condition and results of operations.

If we are unable to continue to meet changes in the competitive environment and to positively differentiate ourselves from our competitors, our results of operations could be adversely affected. Moreover, we do not possess exclusive rights to many of the elements that comprise our product offerings. Our competitors may seek to emulate facets of our business strategy, which could result in a reduction of any competitive advantage or special appeal that we might possess. In addition, most of our products are sold to us on a non-exclusive basis. As a result, our current and future competitors may be able to duplicate or improve on some or all of our product offerings that we believe are important in differentiating our stores. If our competitors were to duplicate or improve on some or all of our in-store experience or product offerings, our competitive position and our business could suffer.

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Our results also depend on the successful implementation of several additional strategic initiatives. We may not be able to implement these strategies successfully, on a timely basis, or at all.

We have recently implemented or begun to implement several strategic initiatives designed to transform our business and improve our performance. The success of our recent initiatives is subject to both the risks affecting our business generally and the inherent difficulties associated with implementing these initiatives and is largely dependent on the skills, experience, and efforts of our management and other associates. We face a number of uncertainties in connection with the successful implementation of these strategic initiatives. Accordingly, there can be no assurance that these strategic initiatives will improve our performance.

Examples of the uncertainties surrounding our strategic initiatives include the following:

- we may lose executives or other key employees with leading roles in implementing the various initiatives;
- our buying, inventory management and supply chain initiatives may fail to yield the results expected;
- our investments in technology and systems may fail to improve efficiency;
- our data-driven testing culture may not result in successful initiatives;
- our sharpened focus on our core female customer may fail to increase sales as expected;
- we may not be able to uniformly implement our in-store experience program;
- our investment in refreshing our store base may not yield commensurate increases in sales; and
- the success of our new store selection in opening high-performing stores may decrease.

Fluctuations in comparable store sales and results of operations could cause our business performance to decline substantially.

Our results of operations for our individual stores have fluctuated in the past and can be expected to continue to fluctuate in the future. Since the beginning of the fiscal year ended January 30, 2010, our quarterly comparable store sales rates have ranged from 7.8% to negative 7.1%.

Our comparable store sales and results of operations are affected by a variety of factors, including:

- fashion trends;
- calendar shifts of holiday or seasonal periods;
- the effectiveness of our inventory management;

- changes in our merchandise mix;
- weather patterns, including, among other things, changes in year-over-year temperatures;
- availability of suitable real estate locations at desirable prices and our ability to locate them;
- our ability to effectively manage pricing and markdowns;
- changes in general economic conditions and consumer spending patterns;
- our ability to anticipate, understand and meet consumer trends and preferences;
- actions of competitors; and
- the attractiveness of our inventory and stores to customers.

If our future comparable store sales fail to meet expectations, then our cash flow and profitability could decline substantially.

Our growth strategy includes the addition of a significant number of new stores each year. We may not be able to implement this strategy successfully, on a timely basis, or at all.

Our growth largely depends on our ability to successfully open and operate new stores. We intend to continue to open new stores in future years, while refreshing a portion of our existing store base annually. The

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success of this strategy is dependent upon, among other things, the current retail environment, the identification of suitable markets and sites for store locations, the negotiation of acceptable lease terms, the hiring, training and retention of competent sales personnel, and the effective management of inventory to meet the needs of new and existing stores on a timely basis. Our proposed expansion also will place increased demands on our operational, managerial and administrative resources. These increased demands could cause us to operate our business less effectively, which in turn could cause deterioration in the financial performance of our existing stores. In addition, to the extent that our new store openings are in existing markets, we may experience reduced net sales volumes in existing stores in those markets. We expect to fund our expansion through cash flow from operations and, if necessary, by borrowings under our Second Amended and Restated Credit Agreement, dated as of September 2, 2011 (the ABL Line of Credit); however, if we experience a decline in performance, we may slow or discontinue store openings. We may not be able to execute any of these strategies successfully, on a timely basis, or at all. If we fail to implement these strategies successfully, our financial condition and results of operations would be adversely affected.

Our net sales, operating income and inventory levels fluctuate on a seasonal basis and decreases in sales or margins during our peak seasons could have a disproportionate effect on our overall financial condition and results of operations.

Our net sales and operating income fluctuate seasonally, with a significant portion of our operating income typically realized during the five-month period from September through January. Any decrease in sales or margins during this period could have a disproportionate effect on our financial condition and results of operations. Seasonal fluctuations also affect our inventory levels. We must carry a significant amount of inventory, especially before the holiday season selling period. If we are not successful in selling our inventory, we may have to write down our inventory or sell it at significantly reduced prices or we may not be able to sell such inventory at all, which could have a material adverse effect on our financial condition and results of operations.

Failure to execute our opportunistic buying and inventory management process could adversely affect our business.

We purchase the majority of our inventory opportunistically, with our buyers purchasing close to need. Establishing the treasure hunt nature of the off-price buying experience to drive traffic to our stores requires us to offer changing assortments of merchandise in our stores. While opportunistic buying provides our buyers the ability to buy at desirable times and prices, in the quantities we need and into market trends, it places considerable discretion in our buyers, subjecting us to risks related to the pricing, quantity, nature and timing of inventory flowing to our stores. If we are unable to provide frequent replenishment of fresh, high quality, attractively priced merchandise in our stores, it could adversely affect traffic to our stores as well as our sales and margins. We base our purchases of inventory, in part, on our sales forecasts. If our sales forecasts do not match customer demand, we may experience higher inventory levels and need to markdown excess or slow-moving inventory, leading to decreased profit margins, or we may have insufficient inventory to meet customer demand, leading to lost sales, either of which could adversely affect our financial performance. We need to purchase inventory sufficiently below conventional retail to maintain our pricing differential to regular department and specialty store prices and to attract customers and sustain our margins, which we may not achieve at various times and which could adversely affect our results.

We must also properly execute our inventory management strategies by appropriately allocating merchandise among our stores, timely and efficiently distributing inventory to stores, maintaining an appropriate mix and level of inventory in stores, appropriately changing the allocation of floor space of stores among product categories to respond to customer demand and effectively managing pricing and markdowns, and there is no assurance we will be able to do so. Failure to effectively execute our opportunistic inventory buying and inventory management strategies could adversely affect our performance and our relationship with our customers.

Failure to identify customer trends and preferences to meet customer demand could negatively impact our performance.

Because our success depends on our ability to meet customer demand, we work to follow customer trends and preferences on an ongoing basis and to buy inventory in response to those trends and preferences. However, identifying consumer trends and preferences in the diverse product lines and many markets in which we do business and successfully meeting customer demand across those lines and for those markets on a timely basis is challenging. Although our flexible business model allows us to buy close to need and in response to consumer preferences and trends and to expand and contract merchandise categories in response to consumers changing tastes, we may not do so successfully, which could adversely affect our results.

If we are unable to renew or replace our store leases or enter into leases for new stores on favorable terms, or if one or more of our current leases are terminated prior to the expiration of their stated term and we cannot find suitable alternate locations, our growth and profitability could be negatively impacted.

We currently lease approximately 92% of our store locations. Most of our current leases expire at various dates after five or ten-year terms, the majority of which are subject to our option to renew such leases for several additional five-year periods. Our ability to renew any expiring lease or, if such lease cannot be renewed, our ability to lease a suitable alternative location, and our ability to enter into leases for new stores on favorable terms will depend on many factors, some of which may not be within our control, such as conditions in the local real estate market, competition for desirable properties and our relationships with current and prospective landlords. If we are unable to renew existing leases or lease suitable alternative locations, or enter into leases for new stores on favorable terms, our growth and profitability may be negatively impacted.

Extreme and/or unseasonable weather conditions could have a significant adverse effect on our business, financial condition and results of operations.

Extreme weather conditions in the areas in which our stores are located could have a material adverse effect on our business, financial condition and results of operations. For example, heavy snowfall or other extreme weather conditions over a prolonged period might make it difficult for our customers or associates to travel to our stores. In addition, unforeseen public health issues, natural disasters such as hurricanes, tornados, floods, earthquakes, and other extreme weather or climate conditions or a combination of these or other factors, could severely damage or destroy one or more of our stores or facilities located in the affected areas, thereby disrupting our business operations. Any of these events or circumstances could disrupt the operations of one or more of our vendors or one or more of our stores located in the affected areas. Day-to-day operations, particularly our ability to receive products from our vendors or transport products to our stores, could be adversely affected, or we could be required to close stores. As a result, our business could be adversely affected.

Our business is also susceptible to unseasonable weather conditions. For example, extended periods of unseasonably warm temperatures during the fall or winter season or cool weather during the spring or summer season could render a portion of our inventory incompatible with those unseasonable conditions. These prolonged unseasonable weather conditions could adversely affect our business, financial condition and results of operations. In addition, because a significant portion of our net sales historically have occurred during the five-month period from September through January, unseasonably warm weather during these months could have a disproportionately large effect on our business and materially adversely affect our financial condition and results of operations.

We do not have long-term contracts with any of our vendors and if we are unable to purchase suitable merchandise in sufficient quantities at competitive prices, we may be unable to offer a merchandise mix that is attractive to our customers and our sales may be harmed.

The products that we offer are manufactured by third party vendors. Some of our key vendors may limit the number of retail channels they use to sell their merchandise, which may, in limited cases, result in intense competition among retailers to obtain and sell these goods. In addition, nearly all of the brands of our top vendors are sold by competing retailers and some of our top vendors also have their own dedicated retail stores. Moreover, we typically buy products from our vendors on a purchase order basis. We have no long-term purchase contracts with any of our vendors and, therefore, have no contractual assurances of continued supply, pricing or access to products, and any vendor could change the terms upon which they sell to us or discontinue selling to us at any time. If our relationships with our vendors are disrupted, we may not be able to acquire the merchandise we require in sufficient quantities or on terms acceptable to us. Any inability to acquire suitable merchandise would have a negative effect on our business and operating results because we would be missing products from our merchandise mix unless and until alternative supply arrangements were made, resulting in deferred or lost sales. In addition, events that adversely affect our vendors could impair our ability to obtain desired merchandise in sufficient quantities. Such events include difficulties or problems associated with our vendors business, finances, labor, importation of products, costs, production, insurance and reputation.

Our failure to find store employees who can effectively operate our stores could adversely affect our business.

Our success depends in part upon our ability to attract, motivate and retain a sufficient number of store employees, including store managers, who understand and appreciate our corporate culture and customers, and are able to adequately and effectively represent this culture. The store employee turnover rate in the retail industry is generally high. Excessive store employee turnover will result in higher employee costs associated with finding, hiring and training new store employees. Moreover, improvement in general economic conditions may decrease the supply of part-time labor, which constitutes the majority of our store employee base. Our labor costs are subject to many external factors, including unemployment levels, prevailing wage rates, minimum wage laws, potential collective bargaining arrangements, health insurance costs and other insurance costs and changes in employment and labor legislation or other workplace regulation (including changes in entitlement programs such as health insurance and paid leave programs). Any increase in labor costs may adversely impact our profitability, or, if we fail to pay such higher wages, we could suffer increased employee turnover.

We are also dependent upon temporary personnel to adequately staff our stores and distribution facilities, with heightened dependence during busy periods such as the holiday season and when multiple new stores are opening. There can be no assurance that we will receive adequate assistance from our temporary personnel, or that there will be sufficient sources of suitable temporary personnel to meet our demand. Any such failure to meet our staffing needs or any material increases in employee turnover rates could have a material adverse effect on our business or results of operations.

Our results may be adversely affected by fluctuations in energy prices.

Increases in energy costs may result in an increase in our transportation costs for distribution, utility costs for our stores and costs to purchase our products from suppliers, as well as reductions in the amount of disposable income available to customers and the use of automobiles, thereby reducing traffic to our stores. A sustained rise in energy costs could adversely affect consumer spending and demand for our products and increase our operating costs, both of which could have an adverse effect on our performance.

Parties with whom we do business may be subject to insolvency risks which could negatively impact our liquidity.

Many economic and other factors are outside of our control, including but not limited to commercial credit availability. These factors also affect our vendors who, in many cases, depend upon commercial credit to finance their operations. If they are unable to secure commercial financing, our vendors could seek to change the terms on which they sell to us, which could negatively affect our liquidity. In addition, the inability of vendors to access liquidity, or the insolvency of vendors, could lead to their failure to deliver merchandise to us.

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Although we purchase most of our inventory from vendors domestically, apparel production is located primarily overseas.

We do not own or operate any manufacturing facilities. As a result, we are dependent upon the timely receipt of quality merchandise from suppliers and vendors. Factors which affect overseas production could affect our suppliers and vendors and, in turn, our ability to obtain inventory and the price levels at which they may be obtained. Although such factors apply equally to our competitors, factors that cause an increase in merchandise costs or a decrease in supply could lead to generally lower sales and gross margins in the retail industry.

Such factors include:

- political or labor instability in countries where suppliers are located or at foreign and domestic ports which could result in lengthy shipment delays, which, if timed ahead of the Fall and Winter peak selling periods, could materially and adversely affect our ability to stock inventory on a timely basis;
- political or military conflict involving apparel producing countries, which could cause a delay in the transportation of our products to us and an increase in transportation costs;
- heightened terrorism security concerns, which could subject imported goods to additional, more frequent or more thorough inspections, leading to delays in deliveries or impoundment of goods for extended periods;
- disease epidemics, outbreaks and other health related concerns, which could result in closed factories, reduced workforces, scarcity of raw materials and scrutiny or embargoing of goods produced in infected areas;
- natural disasters and industrial accidents, which could have the effect of curtailing production and disrupting supplies;
- increases in labor and production costs in goods-producing countries, which would result in an increase in our inventory costs;
- the migration and development of manufacturers, which can affect where our products are or will be produced;
- fluctuation in our suppliers local currency against the dollar, which may increase our cost of goods sold; and
- changes in import duties, taxes, charges, quotas, loss of most favored nation trading status with the United States for a particular foreign country and trade restrictions (including the United States imposing antidumping or countervailing duty orders, safeguards, remedies or compensation and retaliation due to illegal foreign trade practices).

Any of the foregoing factors, or a combination thereof could have a material adverse effect on our business.

Our business would be disrupted severely if either of our primary distribution centers were to shut down.

During Fiscal 2012, we extended central distribution services to approximately 89% of our merchandise units through our distribution facilities. Our two primary distribution centers are currently located in Edgewater Park, New Jersey and San Bernardino, California. Most of the merchandise we purchase is shipped directly to our distribution centers, where it is prepared for shipment to the appropriate stores. The success of our stores depends on their timely receipt of merchandise. If either of our current primary distribution centers were to shut down or lose significant capacity for any reason, our operations would likely be disrupted. Although in such circumstances our stores are capable of receiving inventory directly from suppliers via drop shipment, we would incur significantly higher costs and a reduced ability to control inventory levels during the time it takes for us to reopen or replace either of our primary distribution centers.

Software used for our management information systems may become obsolete, conflict with the requirements of newer hardware and may cause disruptions in our business.

We rely on our existing management information systems, including some software programs that were developed in-house by our employees, in operating and monitoring all major aspects of our business, including sales, distribution, purchasing, inventory control, merchandising planning and replenishment, as well as various financial systems. If we fail to maintain or update such software to meet the demands of changing business requirements or if we decide to modify or change our hardware and/or operating systems and the software programs that were developed in-house are not compatible with the new hardware or operating systems, disruption to our business may result.

The efficient operation of our business is dependent on our information systems. If an act of God, interference by computer hackers or another event caused our information systems to not function properly, major business disruptions could occur. In particular, we rely on our information systems to effectively manage sales, distribution, merchandise planning and allocation functions. Our disaster recovery site is located within 15 miles of our Burlington, New Jersey headquarters. If a disaster impacts either location, while it most likely would not fully incapacitate us, our operations could be significantly affected. The failure of our information systems to perform as designed could disrupt our business and harm sales and profitability.

Unauthorized disclosure of sensitive or confidential information, whether through a breach of our computer system or otherwise, could severely hurt our business.

As part of our normal course of business we collect, process and retain sensitive and confidential information in accordance with industry standards. Despite the security measures we have in place, our facilities and systems, and those of our third party service providers may be vulnerable to security breaches, acts of vandalism and theft, computer viruses, misplaced or lost data, programming and/or human errors, or other similar events. Any security breach involving misappropriation, loss or other unauthorized disclosure of confidential information, including customer data and credit card information, whether by us or our vendors, could severely damage our reputation, expose us to litigation and liability risks, disrupt our operations and harm our business.

Changes in product safety laws may adversely impact our operations.

We are subject to regulations by a variety of state and federal regulatory authorities, including the Consumer Product Safety Commission. The Consumer Product Safety Improvement Act of 2008 (CPSIA) imposes limitations on the permissible amounts of lead and phthalates allowed in children s products. These laws and regulations relate principally to product labeling, licensing requirements, flammability testing, and product safety particularly with respect to products used by children. In the event that we are unable to timely comply with regulatory changes, including those pursuant to the CPSIA, significant fines or penalties could result, which could adversely affect our operations.

Our future growth and profitability could be adversely affected if our advertising and marketing programs are not effective in generating sufficient levels of customer awareness and traffic.

We rely on print and television advertising to increase consumer awareness of our product offerings and pricing to drive store traffic. In addition, we rely and will increasingly rely on other forms of media advertising, including, without limitation, social media and e-marketing. Our future growth and profitability will depend in large part upon the effectiveness and efficiency of our advertising and marketing programs. In order for our advertising and marketing programs to be successful, we must:

- manage advertising and marketing costs effectively in order to maintain acceptable operating margins and return on our marketing investment; and

- convert customer awareness into actual store visits and product purchases.

Our planned advertising and marketing expenditures may not result in increased total or comparative net sales or generate sufficient levels of product awareness. Further, we may not be able to manage our advertising

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and marketing expenditures on a cost-effective basis. Additionally, some of our competitors may have substantially larger marketing budgets, which may provide them with a competitive advantage over us.

Use of social media may adversely impact our reputation or subject us to fines or other penalties.

There has been a substantial increase in the use of social media platforms and similar devices, including blogs, social media websites, and other forms of internet-based communications, which allow individuals access to a broad audience of consumers and other interested persons. As laws and regulations rapidly evolve to govern the use of these platforms and devices, the failure by us, our employees or third parties acting at our direction to abide by applicable laws and regulations in the use of theses platforms and devices could adversely impact our reputation or subject us to fines or other penalties.

Consumers value readily available information concerning retailers and their goods and services and often act on such information without further investigation and without regard to its accuracy. Information concerning us may be posted on social media platforms and similar devices at any time and may be adverse to our reputation or business. The harm may be immediate without affording us an opportunity for redress or correction.

The loss of key personnel may disrupt our business and adversely affect our financial results.

We depend on the contributions of key personnel for our future success. Although we have entered into employment agreements with certain executives, we may not be able to retain all of our executive and key employees. These executives and other key employees may be hired by our competitors, some of which have considerably more financial resources than we do. The loss of key personnel, or the inability to hire and retain qualified employees, could adversely affect our business, financial condition and results of operations.

Circumstances limiting our ability to access capital markets could adversely affect our business or financial condition.

Changes in the credit and capital markets, including market disruptions, limited liquidity and interest rate fluctuations, may increase the cost of financing or restrict our access to this potential source of future liquidity. A decrease in the ratings that rating agencies assign to our short and long-term debt may also negatively impact our access to the debt capital markets and increase our cost of borrowing. These circumstances may negatively impact our access to capital markets, which could have a materially adverse impact on our business or financial condition.

There are claims made against us from time to time that can result in litigation or regulatory proceedings which could distract management from our business activities and result in significant liability or damage to our brand image.

We face the risk of litigation and other claims against us from time to time. Litigation and other claims may arise in the ordinary course of our business and include employee claims, commercial disputes, intellectual property issues, product-oriented allegations and slip and fall claims. Often these cases raise complex factual and legal issues, which are subject to risks and uncertainties and which could require significant management time. Litigation and other claims against us could result in unexpected expenses and liability, as well as materially adversely affect our operations and our reputation.

Changes in legal and accounting rules and regulations may adversely affect our results of operations.

We are subject to numerous legal and accounting requirements. New accounting rules or regulations and varying interpretations of existing accounting rules or regulations have occurred and may occur in the future, including those related to the convergence of accounting principles generally accepted in the United States of America (GAAP) and International Financial Reporting Standards. Future changes to accounting rules or regulations and failure to comply with laws and regulations could adversely affect our operations and financial results, involve significant expense and divert management s attention and resources from other matters, which in turn could impact our business.

Increases in the cost of employee benefits could impact our financial results and cash flow.

Our expenses relating to employee health benefits are significant. Unfavorable changes in the cost of such benefits could negatively affect our financial results and cash flow. Healthcare costs have risen significantly in recent years, and recent legislative and private sector initiatives regarding healthcare reform could result in significant changes to the U.S. healthcare system. Due to the breadth and complexity of the healthcare reform legislation, the lack of implementing regulations and interpretive guidance and the phased-in nature of the implementation of the legislation, we are not able at this time to fully determine the impact that healthcare reform will have on our-sponsored medical plans.

Our substantial indebtedness requires a significant amount of cash. Our ability to generate sufficient cash depends on numerous factors beyond our control, and we may be unable to generate sufficient cash flow to service our debt obligations, including making payments on our outstanding notes.

As of August 3, 2013, our total indebtedness was $1,694.3 million, including $450.0 million of our outstanding 10% Senior Notes due 2019 issued by BCFWC (our Senior Notes), $343.7 million of our Holdco notes, $862.0 million under our secured term loan facility (the Senior Secured Term Loan Facility), pursuant to our term loan credit agreement (the Term Loan Credit Agreement) dated as of February 24, 2011, as amended by Amendment No. 1, dated May 16, 2012 (Amendment No. 1), as further amended by Amendment No. 2, dated February 15, 2013 (Amendment No. 2) and as further amended by Amendment No. 3, dated May 17, 2013 (Amendment No. 3), and $15.0 million outstanding on our ABL Line of Credit. Estimated cash required to make minimum debt service payments (including principal and interest) for these debt obligations amounts to approximately $95 million for the fiscal year ending February 1, 2014, exclusive of minimum interest payments related to the ABL Line of Credit. The ABL Line of Credit agreement has no annual minimum principal payment requirements. See Description of Certain Indebtedness.

Our ability to make payments on and to refinance our debt and to fund planned capital expenditures will depend on our ability to generate cash in the future, which is to some extent, subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. If we are unable to generate sufficient cash flow to service our debt and meet our other commitments, we will be required to adopt one or more alternatives, such as refinancing all or a portion of our debt, including our notes, selling material assets or operations or raising additional debt or equity capital. We may not be able to successfully carry out any of these actions on a timely basis, on commercially reasonable terms or at all, or be assured that these actions would be sufficient to meet our capital requirements. In addition, the terms of our existing or future debt agreements, including the ABL Line of Credit, the Term Loan Credit Agreement and the indentures governing our Senior Notes and Holdco notes, may restrict us from affecting any of these alternatives.

If we fail to make scheduled payments on our debt or otherwise fail to comply with our covenants, we would be in default and, as a result:

- our debt holders could declare all outstanding principal and interest to be due and payable;
- our secured debt lenders could terminate their commitments and commence foreclosure proceedings against our assets; and
- we could be forced into bankruptcy or liquidation.

The indentures governing our Senior Notes and Holdco notes, the ABL Line of Credit and the Term Loan Credit Agreement impose significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities.

The indentures governing our Senior Notes and Holdco notes, the ABL Line of Credit and the Term Loan Credit Agreement contain covenants that place significant operating and financial restrictions on us. These covenants limit our ability to, among other things:

- incur additional indebtedness or enter into sale and leaseback obligations;

pay certain dividends or make certain distributions on capital stock or repurchase capital stock;

- make certain capital expenditures;
- make certain investments or other restricted payments;
- have our subsidiaries pay dividends or make other payments to us;
- engage in certain transactions with stockholders or affiliates;
- sell certain assets or merge with or into other companies;
- guarantee indebtedness; and
- create liens.

As a result of these covenants, we are limited in how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. If we fail to maintain compliance with these covenants in the future, we may not be able to obtain waivers from the lenders and/or amend the covenants.

Our failure to comply with the restrictive covenants described above, as well as others that may be contained in the indentures governing our Senior Notes and Holdco notes, the ABL Line of Credit and the Term Loan Credit Agreement, could result in an event of default, which, if not cured or waived, could result in us being required to repay these borrowings before their due date. If we are unable to refinance these borrowings or are forced to refinance these borrowings on less favorable terms, our results of operations and financial condition could be adversely affected.

Our failure to comply with the agreements relating to our outstanding indebtedness, including as a result of events beyond our control, could result in an event of default that could materially and adversely affect our results of operations and our financial condition.

If there were an event of default under any of the agreements relating to our outstanding indebtedness, the holders of the defaulted debt could cause all amounts outstanding, with respect to that debt, to be due and payable immediately. Our assets or cash flow may not be sufficient to fully repay borrowings under our outstanding debt instruments if accelerated upon an event of default. Further, if we are unable to repay, refinance or restructure our secured indebtedness, the holders of such debt could proceed against the collateral securing that indebtedness. In addition, any event of default or declaration of acceleration under one debt instrument could also result in an event of default under one or more of our other debt instruments.

Risks Related to this Offering and Ownership of Our Common Stock

Following the offering, we will be classified as a controlled company and, as a result, we will qualify for, and intend to rely on, exemptions from certain corporate governance requirements. You will not have the same protections afforded to stockholders of companies that are subject to such requirements.

After the closing of this offering, Bain Capital will continue to control a majority of our common stock. As a result, we will be a controlled company within the meaning of the applicable stock exchange corporate governance standards. Under the rules of the New York Stock Exchange, a company of which more than 50% of the outstanding voting power is held by an individual, group or another company is a controlled company and may elect not to comply with certain stock exchange corporate governance requirements, including:

- the requirement that a majority of the board of directors consists of independent directors;

the requirement that nominating and corporate governance matters be decided solely by independent directors; and

the requirement that employee and officer compensation matters be decided solely by independent directors.

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Following this offering, we intend to utilize these exemptions. As a result, we may not have a majority of independent directors and our nominating and corporate governance and compensation functions may not be decided solely by independent directors. Accordingly, you will not have the same protections afforded to stockholders of companies that are subject to all of the stock exchange corporate governance requirements.

An active trading market for our common stock may not develop.

Prior to this offering, there has been no public market for our common stock or the common stock of our subsidiaries. The initial public offering price for our common stock will be determined through negotiations between us and the underwriters, and market conditions, and may not be indicative of the market price of our common stock after this offering. If you purchase shares of our common stock, you may not be able to resell those shares at or above the initial public offering price. We cannot predict the extent to which investor interest in the Company will lead to the development of an active trading market on the New York Stock Exchange or how liquid that market might become. An active public market for our common stock may not develop or be sustained after the offering. If an active public market does not develop or is not sustained, it may be difficult for you to sell your shares of common stock at a price that is attractive to you, or at all.

Our stock price may be volatile or may decline regardless of our operating performance, and you may not be able to resell your shares at or above the initial public offering price.

After this offering, the market price for our common stock is likely to be volatile, in part because our shares have not been traded publicly. In addition, the market price of our common stock may fluctuate significantly in response to a number of factors, many of which we cannot control, including those described under Risks Related to Our Business and Our Substantial Indebtedness and the following:

- changes in financial estimates by any securities analysts who follow our common stock, our failure to meet these estimates or failure of those analysts to initiate or maintain coverage of our common stock;
- downgrades by any securities analysts who follow our common stock;
- future sales of our common stock by our officers, directors and significant stockholders;
- market conditions or trends in our industry or the economy as a whole and, in particular, in the retail sales environment;
- investors perceptions of our prospects;
- announcements by us or our competitors of significant contracts, acquisitions, joint ventures or capital commitments; and
- changes in key personnel.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies, including companies in the retail industry. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were involved in securities litigation, we could incur substantial costs, and our resources and the attention of management could be diverted from our business.

Our majority stockholder will have the ability to control significant corporate activities after the completion of this offering and our majority stockholder s interests may not coincide with yours.

After the consummation of this offering, Bain Capital will beneficially own approximately 76% of our common stock, assuming the underwriters do not exercise their option to purchase additional shares. If the underwriters exercise in full their option to purchase additional shares, Bain Capital will beneficially own approximately 74% of our common stock. As a result of its ownership, Bain Capital, so long as it holds a majority of our outstanding shares, will have the ability to control the outcome of matters submitted to a vote of stockholders and, through our Board of Directors, the ability to control decision-making with respect to our business direction and policies. Matters over which Bain Capital will, directly or indirectly, exercise control following this offering include:

- the election of our Board of Directors and the appointment and removal of our officers;
- mergers and other business combination transactions, including proposed transactions that would result in our stockholders receiving a premium price for their shares;
- other acquisitions or dispositions of businesses or assets;
- incurrence of indebtedness and the issuance of equity securities;
- repurchase of stock and payment of dividends; and
- the issuance of shares to management under our equity incentive plans.

Even if Bain Capital s ownership of our shares falls below a majority, it may continue to be able to strongly influence or effectively control our decisions. Under our amended and restated certificate of incorporation, Bain Capital and its affiliates will not have any obligation to present to us, and Bain Capital may separately pursue, corporate opportunities of which they become aware, even if those opportunities are ones that we would have pursued if granted the opportunity. See Description of Capital Stock Corporate Opportunity.

Future sales of our common stock, or the perception in the public markets that these sales may occur, may depress our stock price.

Sales of substantial amounts of our common stock in the public market after this offering, or the perception that these sales could occur, could adversely affect the price of our common stock and could impair our ability to raise capital through the sale of additional shares. Upon completion of this offering, we will have 71,632,530 shares of common stock outstanding. The shares of common stock offered in this offering will be freely tradable without restriction under the Securities Act of 1933, as amended (the Securities Act), except for any shares of our common stock that may be held or acquired by our directors, executive officers and other affiliates, as that term is defined in the Securities Act, which will be restricted securities under the Securities Act. Restricted securities may not be sold in the public market unless the sale is registered under the Securities Act or an exemption from registration is available.

We, each of our officers and directors, Bain Capital and certain other security holders have agreed, subject to certain exceptions, with the underwriters not to dispose of or hedge any of the shares of common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus continuing through the date that is 180 days after the date of this prospectus (subject to extension in certain circumstances), except, in our case, for the issuance of common stock upon exercise of options under our existing management incentive plan. J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated may, in their sole discretion, release any of these shares from these restrictions at any time without notice. See Underwriting.

All of our shares of common stock outstanding as of the date of this prospectus may be sold in the public market by existing stockholders 180 days after the date of this prospectus (subject to extension in certain circumstances), subject to certain restrictions on transfer under our stockholders agreement (the Stockholders Agreement), among us and our stockholders, including Bain Capital, and applicable volume and other limitations imposed under federal securities laws. See Certain Relationships and Related Party Transactions Stockholders Agreement. In addition, see Shares Eligible for Future Sale for a more detailed description of the restrictions on selling shares of our common stock after this offering.

After this offering, subject to any lock-up restrictions described above with respect to certain holders, holders of approximately 58.3 million shares of our common stock will have the right to require us to register the

sales of their shares under the Securities Act, under the terms of an agreement between us and the holders of these securities. See Shares Eligible for Future Sale Registration Rights for a more detailed description of these rights.

In the future, we may also issue our securities in connection with investments or acquisitions. The amount of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding shares of our common stock.

As a public company, we will be subject to additional financial and other reporting and corporate governance requirements that may be difficult for us to satisfy and may divert management s attention from our business.

As a public company, we will be required to file annual and quarterly reports and other information pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act) with the Securities and Exchange Commission (the SEC). We will be required to ensure that we have the ability to prepare consolidated financial statements that comply with SEC reporting requirements on a timely basis. We will also be subject to other reporting and corporate governance requirements, including the applicable stock exchange listing standards and certain provisions of the Sarbanes-Oxley Act and the regulations promulgated thereunder, which impose significant compliance obligations upon us. Specifically, we will be required to:

- prepare and distribute periodic reports and other stockholder communications in compliance with our obligations under the federal securities laws and applicable stock exchange rules;
- create or expand the roles and duties of our Board of Directors and committees of the Board of Directors;
- institute compliance and internal audit functions that are more comprehensive;
- evaluate and maintain our system of internal control over financial reporting, and report on management s assessment thereof, in compliance with the requirements of Section 404 of the Sarbanes-Oxley Act (Section 404) and the related rules and regulations of the SEC and the Public Company Accounting Oversight Board;
- enhance our investor relations function;
- maintain internal policies, including those relating to disclosure controls and procedures; and
- involve and retain outside legal counsel and accountants in connection with the activities listed above.

As a public company, we will be required to commit significant resources and management time and attention to the above-listed requirements, which will cause us to incur significant costs and which may place a strain on our systems and resources. As a result, our management s attention might be diverted from other business concerns. In addition, we might not be successful in implementing these requirements. Compliance with these requirements will place significant demands on our legal, accounting and finance staff and on our accounting, financial and information systems and will increase our legal and accounting compliance costs as well as our compensation expense as we may be required to hire additional accounting, tax, finance and legal staff with the requisite technical knowledge.

In addition, the Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal control over financial reporting. To maintain and improve the effectiveness of our disclosure controls and procedures, significant resources and management oversight will be required. We will be implementing additional procedures and processes for the purpose of addressing the standards and requirements applicable to public companies. We expect to incur certain additional annual expenses related to these activities and, among other things, additional directors and officers liability insurance, director fees, reporting requirements, transfer agent fees, hiring additional accounting, legal and administrative personnel, increased auditing and legal fees and similar expenses.

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Failure to comply with requirements to design, implement and maintain effective internal controls could have a material adverse effect on our business and stock price.

As a public company, we will have significant requirements for enhanced financial reporting and internal controls. The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company. If we are unable to establish or maintain appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations on a timely basis, result in material misstatements in our consolidated financial statements and harm our operating results. In addition, we will be required, pursuant to Section 404, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting for the first fiscal year beginning after the effective date of this offering. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting, as well as a statement that our auditors have issued an attestation report on effectiveness of our internal controls. Testing and maintaining internal controls may divert our management s attention from other matters that are important to our business. We may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 or our independent registered public accounting firm may not issue an unqualified opinion. If either we are unable to conclude that we have effective internal control over financial reporting or our independent registered public accounting firm is unable to provide us with an unqualified report, investors could lose confidence in our reported financial information, which could have a material adverse effect on the trading price of our stock.

Anti-takeover provisions in our charter documents and Delaware law might discourage or delay acquisition attempts for us that you might consider favorable.

Our amended and restated certificate of incorporation and amended and restated bylaws will contain provisions that may make the acquisition of the Company more difficult without the approval of our Board of Directors. These provisions:

- authorize the issuance of undesignated preferred stock, the terms of which may be established and the shares of which may be issued without stockholder approval, and which may include super voting, special approval, dividend, or other rights or preferences superior to the rights of the holders of common stock;

- prohibit stockholder action by written consent, requiring all stockholder actions be taken at a meeting of our stockholders;

- provide that the Board of Directors is expressly authorized to make, alter or repeal our amended and restated bylaws;

- establish advance notice requirements for nominations for elections to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings;

- establish a classified Board of Directors, as a result of which our Board of Directors will be divided into three classes, with each class serving for staggered three-year terms, which prevents stockholders from electing an entirely new Board of Directors at an annual meeting;

- limit the ability of stockholders to remove directors if Bain Capital ceases to own more than 50% of our voting common stock;

- prohibit stockholders from calling special meetings of stockholders if Bain Capital ceases to own more than 50% of our voting common stock; and require the approval of holders of at least 75% of the outstanding shares of our voting common stock to amend the amended and restated bylaws and certain provisions of the amended and restated certificate of incorporation if Bain Capital ceases to own more than 50% of our common stock.

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These anti-takeover provisions and other provisions under Delaware law could discourage, delay or prevent a transaction involving a change in control of the Company, even if doing so would benefit our stockholders. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and to cause us to take other corporate actions you desire. For a further discussion of these and other such anti-takeover provisions, see Description of Capital Stock Anti-takeover Effects of our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws.

Our amended and restated certificate of incorporation upon consummation of this offering will designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation upon consummation of this offering will provide that, subject to limited exceptions, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (iii) any action asserting a claim against us arising pursuant to any provision of the Delaware General Corporation Law, our certificate of incorporation or our by-laws, or (iv) any other action asserting a claim against us that is governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and to have consented to the provisions of our certificate of incorporation described above. This choice of forum provision may limit a stockholder s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find these provisions of our amended and restated certificate of incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition.

If you purchase shares of common stock sold in this offering, you will incur immediate and substantial dilution.

If you purchase shares of common stock in this offering, you will incur immediate and substantial dilution in the amount of $27.67 per share because the initial public offering price of $15.00 is substantially higher than the pro forma net tangible book value per share of our outstanding common stock. Dilution results from the fact that the initial public offering price per share of the common stock is substantially in excess of the book value per share of common stock attributable to the existing stockholders for the presently outstanding shares of common stock. In addition, you may also experience additional dilution upon future equity issuances or the exercise of stock options to purchase common stock granted to our employees and directors under our management incentive plan. See Dilution.

We will have broad discretion in how we use the proceeds of this offering and we may not use these proceeds effectively. This could affect our results of operations and cause the price of our common stock to decline.

Our management team will have considerable discretion in the application of the net proceeds of this offering, and you will not have the opportunity, as part of your investment decision, to assess whether we are using the proceeds appropriately. We currently intend to use the net proceeds that we receive from this offering, together with cash on hand, to redeem approximately $170.6 million of our Holdco notes, which will include related redemption premiums of approximately $3.4 million, to pay a termination fee under our Advisory Agreement with an affiliate of Bain Capital of $11.0 million and for other general corporate purposes. We may use the net proceeds for corporate purposes that do not improve our results of operations or which cause our stock price to decline.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. We may not obtain research coverage of our common stock by securities and industry analysts. If no securities or industry analysts commence coverage of our common stock, the trading price for our common stock would be negatively impacted. If we obtain securities or industry analyst coverage and if one or more of the analysts who covers us downgrades our common stock or publishes inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our common stock could decrease, which could cause our stock price and trading volume to decline.

Provisions of our amended and restated certificate of incorporation could have the effect of preventing the Company from having the benefit of certain business opportunities that it may otherwise be entitled to pursue.

Our amended and restated certificate of incorporation will provide that Bain Capital and its affiliates are not required to offer corporate opportunities of which they become aware to us and could, therefore, offer such opportunities instead to other companies including affiliates of Bain Capital. In the event that Bain Capital obtains business opportunities from which we might otherwise benefit but chooses not to present such opportunities to us, these provisions of our amended and restated certificate of incorporation could have the effect of preventing us from pursuing transactions or relationships that would otherwise be in the best interests of our stockholders. See Description of Capital Stock Corporate Opportunity.

Because we do not intend to pay cash dividends in the foreseeable future, you may not receive any return on investment unless you are able to sell your common stock for a price greater than your purchase price.

The continued operation and expansion of our business will require substantial funding. Accordingly, we do not anticipate that we will pay any cash dividends on shares of our common stock for the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon results of operations, financial condition, contractual restrictions, including those under the ABL Line of Credit, the Term Loan Credit Agreement and the indentures governing our Senior Notes and Holdco notes, any potential indebtedness we may incur, restrictions imposed by applicable law and other factors our Board of Directors deems relevant. Accordingly, if you purchase shares in this offering, realization of a gain on your investment will depend on the appreciation of the price of our common stock, which may never occur. Investors seeking cash dividends in the foreseeable future should not purchase our common stock.

We are a holding company and rely on dividends, distributions and other payments, advances and transfers of funds from our subsidiaries to meet our obligations.

We are a holding company that does not conduct any business operations of our own. As a result, we are largely dependent upon cash dividends and distributions and other transfers from our subsidiaries to meet our obligations. The deterioration of income from, or other available assets of, our subsidiaries for any reason could limit or impair their ability to pay dividends or other distributions to us.

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FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact included in this prospectus are forward-looking statements. Forward-looking statements discuss our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as aim, anticipate, believe, estimate, expect, forecast, outlook, potential, project, projection, plan, intend, seek, believe, may, could, have, likely, the negatives thereof and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. For example, all statements we make relating to our estimated and projected earnings, revenues, costs, expenditures, cash flows, growth rates and financial results, our plans and objectives for future operations, growth or initiatives, strategies, or the expected outcome or impact of pending or threatened litigation are forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including:

- general economic conditions;
- competitive factors, including pricing and promotional activities of major competitors;
- our ability to successfully implement several of our strategic initiatives;
- the availability of desirable store locations on suitable terms;
- changing consumer preferences and demand;
- industry trends, including changes in buying, inventory and other business practices by customers;
- competitive factors, including pricing and promotional activities of major competitors;
- the availability, selection and purchasing of attractive merchandise on favorable terms;
- import risks;
- weather patterns, including, among other things, changes in year-over-year temperatures;
- our future profitability;
- our ability to control costs and expenses;
- unforeseen computer related problems;

any unforeseen material loss or casualty;

the effect of inflation;

an increase in competition within the markets in which we compete;

regulatory changes;

changes in general and/or regional economic conditions;

our relationships with employees;

the impact of current and future laws;

terrorist attacks, particularly attacks on or within markets in which we operate;

natural and man-made disasters, including but not limited to fire, snow and ice storms, flood, hail, hurricanes and earthquakes;

our substantial level of indebtedness and related debt-service obligations;

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- restrictions imposed by covenants in our debt agreements;
- availability of adequate financing;
- our dependence on vendors for our merchandise;
- domestic events affecting the delivery of merchandise to our stores; and
- existence of adverse litigation and risks.

While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, are disclosed under Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations in this prospectus. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this prospectus in the context of these risks and uncertainties.

We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences we anticipate or affect us or our operations in the way we expect. The forward-looking statements included in this prospectus are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

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THE RECLASSIFICATION

Immediately prior to the completion of this offering, we will effect an 11-for-1 split of our Class A common stock and then reclassify our Class A common stock into common stock. In addition, prior to the split and reclassification of our Class A common stock, each outstanding share of our Class A common stock will be automatically cancelled and then each outstanding share of our Class L common stock will be automatically converted into one share of our Class A common stock. Unless otherwise indicated, all share data presented with respect to this offering (other than historic information) gives effect to the Reclassification, including a conversion of all shares of our Class L common stock into shares of our common stock.

References to the Reclassification throughout this prospectus refer to the cancellation of our Class A common stock, the conversion of our Class L common stock into Class A common stock, the 11-for-1 stock split of our Class A common stock and the Reclassification of our Class A common stock into our common stock. Approximately 58,299,197 shares of common stock will be outstanding immediately after the reclassification but before consummation of this offering.

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USE OF PROCEEDS

We estimate that the proceeds to us from this offering, after deducting estimated underwriting discounts and commissions and offering expenses payable by us (including a transaction fee under our Advisory Agreement with an affiliate of Bain Capital equal to 1% of the gross proceeds of this offering which we expect to be approximately $2.0 million), will be approximately $181.5 million, assuming the shares offered by us are sold for $15.00 per share, the mid-point of the price range set forth on the cover of this prospectus.

We intend to use the net proceeds from the sale of common stock by us in this offering, together with cash on hand, to redeem approximately $170.6 million aggregate principal amount of our 9.00%/9.75% Senior Notes due 2018 issued by Burlington Holdings, LLC and Burlington Holdings Finance, Inc., which will include related redemption premiums of approximately $3.4 million, to pay a termination fee under our Advisory Agreement with an affiliate of Bain Capital of $11.0 million and for other general corporate purposes. See Description of Certain Indebtedness for additional details about the Senior Notes and Holdco notes.

A $1.00 increase or decrease in the assumed initial public offering price of $15.00 per share would increase or decrease the net proceeds we receive from this offering by approximately $12.3 million, assuming the number of shares offered by us, as set forth on the cover of this prospectus, remains the same. Similarly, each increase or decrease of one million shares in the number of shares of common stock offered by us would increase or decrease the net proceeds we receive from this offering by approximately $13.9 million, assuming the assumed initial public offering price remains the same.

Pending use of the net proceeds from this offering as described above, we may invest the net proceeds in short- and intermediate-term interest-bearing obligations, investment-grade instruments, certificates of deposit or direct or guaranteed obligations of the United States government.

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DIVIDEND POLICY

We currently intend to retain all available funds and any future earnings to fund the development and growth of our business, and therefore we do not anticipate paying any cash dividends in the foreseeable future. Additionally, our ability to pay dividends on our common stock will be limited by restrictions on the ability of our subsidiaries and us to pay dividends or make distributions under the terms of current and any future agreements governing our indebtedness. Any future determination to pay dividends will be at the discretion of our Board of Directors, subject to compliance with covenants in our current and future agreements governing our indebtedness, and will depend upon our results of operations, financial condition, capital requirements and other factors that our Board of Directors deems relevant.

In addition, since we are a holding company, substantially all of the assets shown on our consolidated balance sheet are held by our subsidiaries. Accordingly, our earnings, cash flow and ability to pay dividends are largely dependent upon the earnings and cash flows of our subsidiaries and the distribution or other payment of such earnings to us in the form of dividends.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents, indebtedness and our capitalization as of August 3, 2013 on:

- an actual basis; and
- an adjusted basis to give effect to the following:
  - i. the Reclassification;
  - ii. the sale of 13,333,333 shares of our common stock in this offering by us at an assumed initial public offering price of $15.00 per share, the mid-point of the price range set forth on the cover of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us; and
  - iii. the application of the net proceeds from this offering to us as described under Use of Proceeds.

You should read the following table in conjunction with the sections entitled Use of Proceeds, Selected Historical Consolidated Financial and Other Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus.

	August 3, 2013	
	Actual	As Adjusted(1)
	(in millions)	
Cash and cash equivalents	$ 33.4	$ 29.9
Debt:		
ABL Line of Credit	$ 15.0	$ 15.0
Senior Secured Term Loan Facility	862.0	862.0
10% Senior Notes due 2019	450.0	450.0
9.00/9.75% Senior Notes due 2018	343.7	173.1
Capital leases	23.6	23.6
Total debt	1,694.3	1,523.7
Class L common stock; $0.001 par value, 50,000,000 authorized; 5,336,512 shares issued and 5,287,900 outstanding(2)	1,076.2	
Stockholders Deficit:		
Class A common stock; $0.001 par value, 500,000,000 authorized; 48,028,608 shares issued and 47,591,100 outstanding(2)		
Common stock, $0.0001 par value, 500,000,000 authorized(3); 72,034,965 shares issued and 71,500,233 shares outstanding, on an as adjusted basis		
Additional paid-in-capital		1,257.7
Accumulated deficit(4)	(1,515.2)	(1,524.1)
Treasury stock		
Total stockholders deficit	(1,512.2)	(266.4)
Total capitalization	$ 1,255.3	$ 1,257.3

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(1) A $1.00 increase or decrease in the assumed initial public offering price of $15.00 per share, the mid-point of the range set forth on the cover of this prospectus, would increase or decrease the amount of cash and cash equivalents, additional paid-in capital, total stockholders deficit and total capitalization by approximately $12.3 million, assuming the number of shares offered by us, as set forth on the cover of this prospectus, remains the same and after deducting underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, each increase or decrease of one million shares in the number of shares of common stock offered by us would increase or decrease the amount of cash and cash equivalents, additional paid-in capital, total stockholders deficit and total capitalization by approximately $13.9 million, assuming the assumed initial public offering price remains the same.

(2) Table does not reflect exercise of 13,194 options (145,134 shares after split) effected subsequent to August 3, 2013.

(3) Reflects effectiveness of our amended and restated certificate of incorporation to be filed in connection with this offering.

(4) The As Adjusted column does not reflect the expected write-off of deferred financing fees and pro rata share of original issue discount of $3.1 million and $5.3 million, respectively, associated with our Holdco notes.

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DILUTION

If you invest in our common stock, your ownership interest will be immediately diluted to the extent of the difference between the initial public offering price per share of our common stock and the net tangible book value per share of our common stock after this offering. Dilution results from the fact that the initial public offering price per share of the common stock is substantially in excess of the book value per share of common stock attributable to the existing stockholders for the presently outstanding shares of common stock.

Our net tangible book deficit as of August 3, 2013 was $1,078.2 million, or $(18.54) per share of common stock (before giving effect to this offering but after giving effect to the Reclassification). Net tangible book value per share represents the amount of our total tangible assets (which for the purpose of this calculation excludes goodwill, tradenames, favorable leases, other intangibles and capitalized debt issuance costs) less total liabilities, divided by the basic number of shares of common stock outstanding as of August 3, 2013.

After giving effect to the sale of the 13,333,333 shares of common stock offered by us in this offering at an assumed initial public offering price of $15.00, which is the mid-point of the price range set forth on the cover of this prospectus, less estimated underwriting discounts and commissions and estimated offering expenses, our pro forma net tangible book deficit as of August 3, 2013 would have been approximately $(905.6) million, or $(12.67) per share of common stock (after giving effect to the Reclassification). This represents an immediate increase in net tangible book value to our existing stockholders of $5.87 per share and an immediate dilution to new investors in this offering of $27.67 per share. The following table illustrates this pro forma per share dilution in net tangible book value to new investors.

Assumed initial public offering price per share		$ 15.00
Net tangible book deficit per share as of August 3, 2013	$ (18.54)	
Increase per share attributable to new investors	5.87	
Pro forma net tangible book value per share after this offering		(12.67)
Dilution per share to new investors		$ 27.67

A $1.00 increase or decrease in the assumed initial public offering price of $15.00 per share, the mid-point of the price range set forth on the cover of this prospectus, would increase or decrease net tangible book value by $12.3 million, or $0.17 per share.

The following table summarizes as of August 3, 2013, on an as adjusted basis, the number of shares of common stock purchased, the total consideration paid and the average price per share paid by the equity grant recipients and by new investors, based upon an assumed initial public offering price of $15.00 per share (the mid-point of the initial public offering price range), after giving effect to the Reclassification and before deducting estimated underwriting discounts and commissions and offering expenses:

	Shares Purchased		Total Consideration		
	Number	Percent	Amount (millions)	Percent	Average Price Per Share
Existing stockholders	58,166,900	81%	$ 454.6	69%	$ 7.82
New investors	13,333,333	19	200.0	31	$ 15.00
Total	71,500,233	100%	$ 654.6	100%	

Except as otherwise indicated, the discussion and tables above assume no exercise of the underwriters option to purchase additional shares and no exercise of any outstanding options. If the underwriters option to

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purchase additional shares is exercised in full, our existing stockholders would own approximately 79% and our new investors would own approximately 21% of the total number of shares of our common stock outstanding after this offering. If the underwriters exercise their option to purchase additional shares in full, the pro forma net tangible book value per share after this offering would be $(11.91) per share, and the dilution in the pro forma net tangible book value per share to new investors in this offering would be $26.91 per share.

The tables and calculations above are based on 71.5 million shares of common stock outstanding as of August 3, 2013, after giving effect to the Reclassification and this offering, and assume no exercise by the underwriters of their option to purchase up to an additional 2 million shares from us.

To the extent that we grant options to our employees in the future and those options are exercised or other issuances of common stock are made, there will be further dilution to new investors.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA

The following table presents selected historical consolidated financial data and certain other financial data. The historical consolidated balance sheet data for Fiscal 2011 and Fiscal 2012, and consolidated statement of operations data and consolidated statement of cash flows data for Fiscal 2010, Fiscal 2011 and Fiscal 2012 have been derived from our historical audited consolidated financial statements which are included in this prospectus. The historical consolidated balance sheet data, statement of operations data and consolidated statement of cash flows data as of and for the fiscal years ended May 31, 2008 (Fiscal 2008) and May 30, 2009 (Fiscal 2009), the transition period from May 31, 2009 to January 30, 2010 and the consolidated balance sheet data as of Fiscal 2010 are derived from our accounting records. The consolidated statement of operations data, consolidated balance sheet data and consolidated statement of cash flows data as of and for the six months ended August 3, 2013 and July 28, 2012 have been derived from our historical unaudited condensed consolidated financial statements, which are included in this prospectus. Operating results for the six months ended August 3, 2013 are not necessarily indicative of the results that may be expected for the entire fiscal year ending February 1, 2014.

In order to conform to the predominant fiscal calendar used within the retail industry, on February 25, 2010 our Board of Directors approved a change in our fiscal year from a fiscal year comprised of the twelve consecutive fiscal months ending on the Saturday closest to May 31 to a fiscal year comprised of the twelve consecutive fiscal months ending on the Saturday closest to January 31. Fiscal 2009 ended on May 30, 2009 and was a 52 week year. The Transition Period covers the 35 week transition period beginning on May 31, 2009, the day following the end of our 2009 fiscal year, and ended on January 30, 2010. Fiscal 2010 covers the 52 week period ended January 29, 2011. Fiscal 2011 covers the 52 week period ended January 28, 2012. Fiscal 2012 covers the 52 week period ended February 2, 2013.

The historical consolidated financial data and other financial data presented below should be read in conjunction with our audited consolidated financial statements and the related notes thereto and our unaudited condensed consolidated financial statements and the related notes thereto, included elsewhere in this prospectus, and the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations. Our historical consolidated financial data may not be indicative of our future performance.

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	Fiscal Year Ended(1)		Transition Period From May 31, 2009 to	Fiscal Year Ended(1)			Six Months Ended(1)	
	May 31, 2008	May 30, 2009	January 30, 2010	January 29, 2011	January 28, 2012	February 2, 2013	July 28, 2012	August 3, 2013
	(in thousands, except per share data)							
Consolidated Statement of Operations Data:								
Revenues:								
Net Sales	$ 3,393,417	$ 3,541,981	$ 2,457,567	$ 3,669,602	$ 3,854,134	$ 4,131,379	$ 1,846,603	$ 2,028,724
Other Revenue	30,556	29,386	21,730	31,487	33,397	34,125	15,093	15,745
Total Revenue	3,423,973	3,571,367	2,479,297	3,701,089	3,887,531	4,165,504	1,861,696	2,044,469
Costs and Expenses:								
Cost of Sales	2,095,364	2,199,766	1,492,349	2,252,346	2,363,464	2,530,124	1,163,434	1,267,973
Selling and Administrative Expenses	1,090,829	1,115,248	759,774	1,153,573	1,215,774	1,312,682	610,233	654,461
Costs Related to Debt Amendment				3,040	(473)	4,175	3,094	11,457
Stock Option Modification Expense								7,263
Restructuring		6,952	2,429	2,200	7,438	2,999	1,806	2,179
Depreciation and Amortization	166,666	159,607	103,605	146,759	153,070	166,786	79,903	85,239
Impairment	25,256	332,048	46,776	2,080	1,735	11,539	78	139
Loss on Extinguishment of Debt					37,764	2,222	3,413	617
Other Income, Net	(12,861)	(5,998)	(15,335)	(11,346)	(9,942)	(8,115)	(4,415)	(4,605)
Interest Expense	132,993	102,716	59,476	99,309	129,121	113,927	57,108	67,630
Total Costs and Expenses	3,498,247	3,910,339	2,449,074	3,647,961	3,897,951	4,136,339	1,914,654	2,092,353
Income (Loss) Before Income Tax Expense (Benefit)	(74,274)	(338,972)	30,223	53,128	(10,420)	29,165	(52,958)	(47,884)
Income Tax Expense (Benefit)	(25,304)	(147,389)	11,570	22,130	(4,148)	3,864	(17,761)	(17,307)
Net Income (Loss)	$ (48,970)	$ (191,583)	$ 18,653	$ 30,998	$ (6,272)	$ 25,301	$ (35,197)	$ (30,577)
Class L Preference Amount	$ (72,089)	$ (79,544)	$ (62,474)	$ (105,613)	$ (123,270)	$ (146,923)	$ (69,738)	$ (82,905)
Net Loss Attributable to Class A Stockholders	$ (121,059)	$ (271,127)	$ (43,821)	$ (74,615)	$ (129,542)	$ (121,622)	$ (104,935)	$ (113,482)
Allocation of Net Income (Loss) to Common Stockholders Basic:								
Class L Stockholders	$ 72,089	$ 79,544	$ 62,474	$ 105,613	$ 123,270	$ 146,923	$ 69,738	$ 82,905
Class A Stockholders	$ (121,059)	$ (271,127)	$ (43,821)	$ (74,615)	$ (129,542)	$ (121,622)	$ (104,935)	$ (113,482)
Net Income (Loss) Per Share Basic:								
Class L Stockholders	$ 14.37	$ 15.89	$ 12.54	$ 21.09	$ 24.58	$ 28.76	$ 13.68	$ 15.93
Class A Stockholders	$ (2.68)	$ (6.02)	$ (0.98)	$ (1.66)	$ (2.87)	$ (2.64)	$ (2.29)	$ (2.42)
Allocation of Net Income (Loss) to Common Stockholders Diluted:								
Class L Stockholders	$ 72,089	$ 79,544	$ 62,474	$ 105,613	$ 123,270	$ 146,923	$ 69,738	$ 82,905
Class A Stockholders	$ (125,011)	$ (276,324)	$ (58,481)	$ (82,577)	$ (140,824)	$ (134,086)	$ (111,915)	$ (159,467)
Net Income (Loss) Per Share Diluted:								
Class L Stockholders	$ 14.37	$ 15.89	$ 12.54	$ 21.09	$ 24.58	$ 28.76	$ 13.68	$ 15.93

Class A Stockholders	$ (2.77)	$ (6.13)	$ (1.30)	$ (1.83)	$ (3.12)	$ (2.92)	$ (2.44)	$ (3.40)
Weighted Average Number of Shares Basic and Diluted:								
Class L Stockholders	5,016	5,006	4,980	5,007	5,016	5,109	5,096	5,206
Class A Stockholders	45,144	45,053	44,819	45,060	45,146	45,982	45,865	46,850

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The Pro Forma Net Income (Loss) presented below for Fiscal 2012 and the six months ended August 3, 2013 incorporates the following pro forma adjustments and assumptions:

this offering was effective as of January 29, 2012;

interest expense was reduced by $8 million for the six months ended August 3, 2013 as a result of the use of proceeds from this offering being used to redeem $170.6 million aggregate principal of the Holdco notes. As the debt wasn t issued until February 2013, there is no impact to interest expense in the Fiscal 2012 Pro Forma Net Income;

the Advisory Agreement with affiliates of Bain Capital was terminated resulting in the elimination of advisory fees of $4.3 million and $2.2 million, for the year ended February 2, 2013 and the six months ended August 3, 2013, respectively; and

the tax effect, of such above adjustments, at a 35.9% and 38.0% tax rate for the year ended February 2, 2013 and for the six months ended August 3, 2013, respectively.

The pro forma weighted average shares outstanding for Fiscal 2012 and the six months ended August 3, 2013 incorporates the following pro forma adjustments and assumptions:

this offering was effective as of January 29, 2012;

the cancellation of all of our existing Class A common stock;

the conversion of each outstanding share of our Class L common stock into one share of Class A common stock;

the 11-for-1 split of our Class A common stock, as set forth under the caption The Reclassification;

the reclassification of Class A common stock into common stock;

the anticipated issuance of 13,333,333 shares of common stock offered by the Company in this offering; and

the diluted impact of shares outstanding was determined based upon the common stock equivalents outstanding using the treasury stock method.

	Fiscal Year Ended(1) February 2, 2013	Six Months Ended(1) August 3, 2013
	(in thousands, except per share data)	
Pro Forma Consolidated Statement of Operations Data:		

Pro Forma Net Income (Loss)	$ 28,052	$ (24,245)
Pro Forma Net Income (Loss) Per Share Basic Common Stock	$ 0.40	$ (0.34)
Pro Forma Net Income (Loss) Per Share Diluted Common Stock	$ 0.40	$ (0.34)
Pro Forma Weighted Average Common Shares Outstanding:		
Basic	69,532	70,599
Diluted	70,082	70,599

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	Fiscal Year Ended(1)		Transition Period From May 31, 2009 to January 30, 2010	Fiscal Year Ended(1)			Six Months Ended(1)	
	May 31, 2008	May 30, 2009		January 29, 2011	January 28, 2012	February 2, 2013	July 28, 2012	August 3, 2013
	(in thousands, except store data and percentages)							
Consolidated Statement of Cash Flow Data:								
Net Cash Provided by Operations	$ 97,977	$ 172,296	$ 103,527	$ 208,704	$ 249,983	$ 452,509	$ 250,594	$ 57,862
Net Cash Used in Investing Activities	(100,313)	(145,280)	(54,074)	(159,962)	(158,773)	(165,816)	(61,802)	(67,606)
Net Cash Used in Financing Activities	8,559	(41,307)	(50,513)	(43,278)	(85,760)	(279,021)	(192,786)	(185)
Capital Expenditures(2)	(102,751)	(140,185)	(60,035)	(132,553)	(153,930)	(167,251)	(62,436)	(67,999)
Consolidated Balance Sheet Data (end of the period):								
Cash and Cash Equivalents	$ 40,101	$ 25,810	$ 24,750	$ 30,214	$ 35,664	$ 43,336	$ 31,670	$ 33,407
Inventory	719,529	641,833	613,295	644,228	682,260	680,190	636,848	748,308
Total Assets	2,964,492	2,533,368	2,393,994	2,458,008	2,501,143	2,478,082	2,443,885	2,565,900
Working Capital(3)	284,438	312,298	349,732	386,196	337,901	104,799	114,460	88,752
Long Term Debt	1,480,231	1,438,751	1,399,152	1,358,021	1,605,464	1,335,532	1,421,169	1,684,675
Total Debt (Including Current Portion)	1,483,884	1,449,546	1,413,353	1,372,285	1,613,123	1,336,316	1,424,291	1,694,338
Class L Common Stock	541,212	622,839	684,866	790,755	884,945	1,029,189	953,331	1,076,244
Stockholders Deficit(4)	(217,688)	(487,774)	(530,366)	(603,242)	(995,890)	(1,109,458)	(1,097,043)	(1,515,157)
Other Financial Data:								
Number of Stores (at end of period)(5)	397	433	442	460	477	500	482	503
Comparable Store Sales (Decline) Growth(6)	(5.1%)	(2.5%)	(4.8)%	(0.2)%	0.7%	1.2%	1.7%	5.5%
Average Sales Per Store	$ 8,548	$ 8,180	$ 5,560	$ 7,977	$ 8,080	$ 8,263	$ 3,831	$ 4,033
Annualized Store Inventory Turnover	n/a	2.4	2.7	2.9	3.1	3.6	3.2	3.7
Gross Margin Rate	38.3%	37.9%	39.3%	38.6%	38.7%	38.8%	37.0%	37.5%

(1) Fiscal years ended May 31, 2008, May 30, 2009, January 29, 2011 and January 28, 2012 consisted of 52 weeks. Fiscal year ended February 2, 2013 consisted of 53 weeks. The six months ended July 28, 2012 and August 3, 2013 consisted of 13 weeks.

(2) Includes cash paid for property and equipment, lease acquisition costs and tradename rights.

(3) We define working capital as current assets (excluding restricted cash and cash equivalents) minus current liabilities (including the current portion of long-term debt and accrued interest thereon).

(4) In February 2013, we declared a special cash dividend of approximately $336.0 million ($64.82/unit) to our stockholders from the proceeds of the offering of the Holdco notes, payable to Class A and Class L stockholders on a pro rata basis. In February 2011, in connection with the offering of the Senior Notes by BCFWC and the refinancing of the Senior Secured Term Loan Facility, the Company declared a special cash dividend of approximately $300.0 million ($59.40/unit), in the aggregate, payable to Class A and Class L stockholders on a pro rata basis.

(5) The number of stores is inclusive of an internet store.

(6) We define comparable store sales as sales of those stores, including online, commencing on the first day of the fiscal month one year after the end of their grand opening activities, which normally conclude within the first two months of operations.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and cash flows as of and for the periods presented below. The following discussion and analysis should be read in conjunction with the Selected Historical Consolidated Financial and Other Data and our Consolidated Financial Statements, including the notes thereto, appearing elsewhere in this prospectus.

In addition to historical information, this discussion and analysis contains forward-looking statements based on current expectations that involve risks, uncertainties and assumptions, such as our plans, objectives, expectations, and intentions set forth under the sections entitled Risk Factors and Forward-Looking Statements. Our actual results and the timing of events may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in the section entitled Risk Factors and elsewhere in this prospectus.

General

We are a nationally recognized retailer of high-quality, branded apparel at everyday low prices. We opened our first store in Burlington, New Jersey in 1972, selling primarily coats and outerwear. Since then, we have expanded our store base to 503 stores, inclusive of an internet store, in 44 states and Puerto Rico, and diversified our product categories by offering an extensive selection of in-season, fashion-focused merchandise, including: women s ready-to-wear apparel, menswear, youth apparel, baby, footwear, accessories, home and coats. We acquire a broad selection of desirable, first-quality, current-brand, labeled merchandise directly from nationally-recognized manufacturers and other suppliers. For Fiscal 2012 and the six months ended August 3, 2013, we generated total revenues of approximately $4,165.5 million and $2,044.5 million, respectively.

Executive Summary

Overview of Operating Results from the Three Month Period Ended August 3, 2013 Compared with the Three Month Period Ended July 28, 2012

Consolidated net sales increased $99.5 million, or 11.5%, to $963.7 million during the Fiscal 2013 second quarter from $864.2 million during the comparative period. This increase was primarily attributable to a $68.1 million, or 7.8%, increase in comparable store sales and a $32.9 million increase in sales related to new stores and stores previously opened that are not included in our comparable store sales. As a result of the 53rd week in Fiscal 2012, our comparative store sales have been calculated on a shifted basis by comparing comparable store sales for the 13 weeks ended August 3, 2013 to comparative store sales for the 13 weeks ended August 4, 2012. We believe the comparable store sales increase was due primarily to our ongoing initiatives as discussed in further detail below (refer to the sections below entitled Ongoing Initiatives for Fiscal 2013 and Three Month Period Ended August 3, 2013 compared with the Three Month Period Ended July 28, 2012 for further explanation).

Cost of sales as a percentage of net sales decreased to 62.3% during the Fiscal 2013 second quarter compared with 62.9% during the comparative period. The decrease in cost of sales as a percentage of net sales was primarily driven by higher initial markups as a result of the improved execution of our buying model and a lower shrink accrual rate based on our improved shrink trend during Fiscal 2012, partially offset by increased markdown expense.

Cost of sales increased $56.8 million, or 10.4%, during the Fiscal 2013 second quarter compared with the second quarter of Fiscal 2012. The dollar increase in cost of sales was primarily related to sales from 20 net new stores that were opened since July 28, 2012 as well as our 7.8% comparable store sales increase.

Selling and administrative expenses as a percentage of sales decreased to 33.9% during the second quarter of Fiscal 2013 from 35.1% during the comparative period. The improvement in selling and administrative expenses as a percentage of net sales was primarily related to efficiencies realized in store operations as a result of our ongoing store initiatives (refer to the section below entitled Ongoing Initiatives for Fiscal 2013), and the leveraging of our 7.8% comparative store sales during the quarter.

Total selling and administrative expenses increased $23.7 million, or 7.8%, during the second quarter of Fiscal 2013 compared with the second quarter of Fiscal 2012, primarily related to new stores and stores that were not operating for the full three months ended July 28, 2012 but did operate for the full three months ended August 3, 2013.

Adjusted EBITDA and Adjusted Net Income (Loss) (as defined below under the caption Key Performance Measures) are non-GAAP financial measures of our performance. During the second quarter of Fiscal 2013, Adjusted EBITDA increased $19.0 million, or 68.1%, to $46.9 million and Adjusted Net Loss improved $8.3 million to a $13.6 million loss. Both improvements were as a result of increased gross margin, partially offset by increased selling and administrative expenses as discussed above.

We recorded a net loss of $25.0 million during the second quarter of Fiscal 2013 compared with a net loss of $31.3 million during the comparative period. The reduction in our net loss was primarily driven by increased gross margin dollars partially offset by increased selling and administrative costs as discussed above as well as incremental interest expense associated with our $350.0 million Holdco Notes (refer to the section below entitled Three Month Period Ended August 3, 2013 compared with the Three Month Period Ended July 28, 2012 for further explanation).

Overview of Operating Results from the Six Month Period Ended August 3, 2013 Compared with the Six Month Period ended July 28, 2012

Consolidated net sales increased $182.1 million, or 9.9%, to $2,028.7 million for the first six months of Fiscal 2013 from $1,846.6 million during the comparative period. This increase was primarily attributable to an increase in comparative store sales of $101.5 million, or 5.5%, and sales related to new stores and stores previously opened that are not included in our comparable store sales of $77.5 million. As a result of the 53rd week in Fiscal 2012, our comparative store sales have been calculated on a shifted basis by comparing comparable store sales for the 26 weeks ended August 3, 2013 to comparative store sales for the 26 weeks ended August 4, 2012. We believe the comparable store sales increase was due primarily to our ongoing initiatives as discussed in further detail below (refer to the sections below entitled Ongoing Initiatives for Fiscal 2013 and Six Month Period Ended August 3, 2013 compared with the Six Month Period Ended July 28, 2012 for further explanation).

Cost of sales as a percentage of net sales decreased to 62.5% during the first six months of Fiscal 2013 compared with 63.0% during the comparative period. The decrease in cost of sales as a percentage of net sales was primarily driven by higher initial markups as a result of the improved execution of our buying model and a lower shrink accrual rate based on our improved shrink trend during Fiscal 2012, partially offset by increased markdown expense.

Cost of sales increased $104.5 million, or 9.0%, during the first six months of Fiscal 2013 compared with the prior period. The dollar increase in cost of sales was primarily related to sales from 20 net new stores that were opened since July 28, 2012 as well as our 5.5%, or $101.5 million, comparable store sales increase.

Selling and administrative expenses as a percentage of sales decreased to 32.3% during the first six months of Fiscal 2013 from 33.0% during the comparative period. The improvement in selling and administrative expenses as a percentage of net sales was primarily related to efficiencies realized in store operations as a result of our ongoing store initiatives (refer to the section below entitled Ongoing Initiatives for Fiscal 2013) and the leverage benefit of our 5.5% comparative store sales increase.

Total selling and administrative expenses increased $44.2 million, or 7.2%, during the first six months of Fiscal 2013 compared with the prior year s first six months, primarily related to new stores and stores that were not operating for the full six months ended July 28, 2012 but did operate for the full six months ended August 3, 2013.

For the first six months of Fiscal 2013, Adjusted EBITDA increased $33.8 million, or 36.5%, to $126.5 million and Adjusted Net Loss improved $13.6 million to $7.4 million, both as a result of increased gross margin, partially offset by increased selling and administrative expenses, as discussed above.

We recorded a net loss of $30.6 million for the first six months of Fiscal 2013 compared with a net loss of $35.2 million during the comparative period. The reduction in our net loss was primarily driven by our increased gross margin dollars, partially offset by selling and administrative costs as discussed above as well as incremental interest expense associated with our $350.0 million Holdco Notes (refer to the section below entitled Six Month Period Ended August 3, 2013 compared with the Six Month Period Ended July 28, 2012 for further explanation).

Overview of Fiscal 2012 Operating Results

Net sales for Fiscal 2012 increased $277.3 million, or 7.2%, to $4,131.4 million, primarily attributable to an increase in net sales from new stores and previously opened stores in non comparable sales periods (non comparable stores) of $197.0 million. Comparable store sales increased 1.2% during the year.

Gross margin as a percentage of net sales increased slightly during Fiscal 2012 to 38.8% from 38.7% in Fiscal 2011.

Selling and administrative expenses as a percentage of net sales during Fiscal 2012 increased to 31.8% for Fiscal 2012 from 31.5% for Fiscal 2011. Total selling and administrative expenses increased $96.9 million from $1,215.8 million during Fiscal 2011 to $1,312.7 million, during Fiscal 2012, which includes $67.0 million related to the opening of 23 net new stores during Fiscal 2012 as well as stores that opened during Fiscal 2011 that did not operate for a full 52 weeks.

We earned net income of $25.3 million for Fiscal 2012 compared with a net loss of $6.3 million for Fiscal 2011.

For Fiscal 2012, Adjusted EBITDA increased $17.0 million, or 5.4%, to $332.0 million as a result of increased gross margin, partially offset by increased selling and administrative expenses, primarily related to new stores and stores that were operating for the full fiscal year but were not operating for the full Fiscal 2011.

For Fiscal 2012, Adjusted Net Income increased $22.2 million to $59.6 million, as a result of improved gross margin, partially offset by increased selling and administrative expenses and depreciation expense, primarily related to new stores and stores that were operating for the full fiscal year but were not operating for full Fiscal 2011 and to lower interest expense during fiscal 2012 compared with fiscal 2011.

Debt Refinancing

On February 15, 2013, BCFWC entered into Amendment No. 2 to the Senior Secured Term Loan Facility. Amendment No. 2 creates a restricted payments basket of $25.0 million and permits BCFWC to use the available amount to make restricted payments (which basket includes retained excess cash flow, in an amount not to exceed 50% of BCFWC s consolidated net income (as defined in the indenture governing the Senior Notes) since the second quarter of Fiscal 2011), in each case so long as certain conditions are satisfied. In connection with this amendment, we incurred a $1.6 million amendment fee that was capitalized and included in the line item Other Assets on our Consolidated Balance Sheet. Additionally, we incurred $8.9 million of additional fees, inclusive of an $8.6 million fee payable to Bain Capital, for consulting and advisory services. These fees are included in the line item Costs Related to Debt Amendments on our Consolidated Statements of Operations and Comprehensive Loss.

On February 20, 2013, Holdings LLC and Burlington Holdings Finance, Inc. completed the offering of $350.0 million aggregate principal amount of the Holdco notes at an issue price of 98.00%. The Holdco notes are senior unsecured obligations of Holdings LLC and Burlington Holdings Finance, Inc., each of which are not obligors or guarantors under BCFWC s existing Senior Secured Term Loan Facility or indenture.

Interest is payable on the Holdco notes on each February 15 and August 15, commencing August 15, 2013. The first interest payment on the Holdco notes will be payable in cash. For each interest period thereafter, the issuers will be required to pay interest on the Holdco notes entirely in cash, unless certain conditions are satisfied, in which case the Holdings LLC will be entitled to pay, to the extent described in the indenture governing the Holdco notes, interest on the Holdco notes by increasing the principal amount of the Holdco notes or by issuing new notes (such increase being referred to herein as PIK interest). Cash interest on the Holdco notes will accrue at the rate of 9.00% per annum. PIK interest on the Holdco notes will accrue at the rate of 9.75% per annum. Holdings intends to pay Holdings LLC a semi-annual dividend in order for Holdings LLC to make payment on the semi-annual cash interest.

We used the net proceeds from the offering of the Holdco notes to pay a special cash dividend of $336.0 million, in the aggregate, to the Class L and Class A common stockholders of the Company.

On February 14, 2013, Burlington Coat Factory Holdings, Inc. and our principal stockholders (Bain Capital Integral Investors, LLC, Bain Capital Fund IX, LLC, BCIP Associates-G and BCIP TCV, LLC) entered into a Termination Agreement, pursuant to which the Stockholders Agreement among each of them and the other stockholders of Burlington Coat Factory Holdings, Inc., dated as of April 13, 2006 (the Prior Stockholders Agreement) was terminated. On February 14, 2013, Burlington Stores, Inc. (formerly known as Burlington Holdings, Inc.) and the investors and managers from time to time party thereto, entered into the Stockholders Agreement. The terms of the Stockholders Agreement are substantially similar to the terms of the Prior Stockholders Agreement.

Store Openings, Closings and Relocations

During Fiscal 2012, we opened 25 new Burlington Coat Factory stores (BCF stores) and closed two BCF stores. We continue to pursue our growth plans and invest in capital projects that meet our financial requirements. For the six months ended August 3, 2013, we opened four stores and closed one store. We currently plan to open 19 new stores during the remainder of Fiscal 2013.

Ongoing Initiatives for Fiscal 2013

We continue to focus on a number of ongoing initiatives aimed at increasing our overall profitability by improving our comparable store sales trends, increasing total sales growth and reducing expenses. These initiatives include, but are not limited to:

Driving Comparable Store Sales Growth. We intend to continue to increase comparable store sales through the following initiatives:

Continuing to Enhance Execution of the Off-Price Model. We plan to drive comparable store sales by focusing on product freshness to ensure that we consistently deliver newness to the selling floors. We will continue to reduce comparable store inventories which we believe will result in faster inventory turnover and reduced markdowns. We maintain our ability to leverage our pack-and-hold program which is designed to take advantage of terrific buys of either highly desirable branded product or key seasonal merchandise for the next year. While the amount of goods we purchase on pack-and-hold is purely based on the right opportunities in the marketplace, this continues to be a great avenue to source product. We also intend to use our business intelligence systems to identify sell-through rates by product, capitalize on strong performing categories, identify and buy into new fashion trends and opportunistically acquire products in the marketplace.

Sharpening Focus on Our Core Female Customer. We have focused on better serving our core female customer a brand-conscious fashion enthusiast, aged 25-49 by improving our product offering, store merchandising and marketing focus on women s ready-to-wear apparel and accessories to capture incremental sales from our core female customer and become a destination for her across all categories. We believe that these efforts will increase the frequency of her visits and her average spend, further improving the comparable store sales performance in women s categories.

Continuing to Improve Our Customer Experience. We have significantly enhanced the store experience and ease of shopping at all of our stores by implementing a comprehensive program focused on offering more brands and styles and simplifying store navigation. We have accomplished this by utilizing clear way-finding signs and distinct product signage, highlighting key brands and new arrivals, improving organization of the floor space, reducing rack density, facilitating quicker checkouts and delivering better customer service. We have made particular improvements in product size visibility, queuing and fitting rooms. To ensure consistent execution of our customer experience priorities, we have improved our store associate training and reorganized and strengthened our field management organization. Our improved customer experience, in conjunction with more consistent in-store execution, has contributed to a significant increase in overall customer satisfaction scores over the last two years. We have also implemented operational audits to measure performance against clearly articulated operational standards. To date, stores that have achieved superior audit scores have generated materially higher comparable store sales.

Increasing Our e-Commerce Sales. We have been selling to our customers online for more than a decade. We plan to leverage this heritage, along with our renewed focus on e-commerce, to expand our online assortment and utilize e-commerce strategies to drive incremental traffic to our stores.

Enhancing Existing Categories and Introduce New Ones. We have opportunities to expand the depth and breadth of certain existing categories such as ladies apparel, children s products and home décor, while continuing to remain the destination for coats, and maintaining the flexibility to introduce new categories such as pet related merchandise.

Expanding and Enhancing Our Retail Store Base

Adhere to an Opportunistic yet Disciplined Real Estate Strategy. We have grown our store base consistently since our founding in 1972, developing more than 99% of our stores organically, rather than through acquisition. We believe there is significant opportunity to expand our retail store base in the United States. In line with recent growth, our goal is to open approximately 25 new stores annually and continue to do so for the foreseeable future.

Maintaining Focus on Unit Economics and Returns. We have adopted a prudent approach to new store openings with a specific focus on achieving attractive unit economics and returns. This focus is demonstrated by the fact that the vast majority of our existing stores have positive Adjusted EBITDA for Fiscal 2012. By focusing on opening stores with attractive unit economics we are able to minimize costs associated with store relocations and closures, achieve attractive returns on capital and continue to grow Company margins. We continue to explore the potential for modified store formats to provide incremental growth.

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Enhancing the Store Experience through Store Refreshes and Remodels. By the end of Fiscal 2013, we anticipate that 66% of our stores will either be new, refreshed, remodeled or relocated since 2006. In our refreshed and remodeled stores, we have incorporated new flooring, painting, lighting and graphics, relocated our fitting rooms to maximize productive selling space and made various other improvements as appropriate by location. We continue to invest in store refreshes and remodels on a store-by-store basis where appropriate, taking into consideration the age, sales and profitability of a store, as well as the potential impact to the customer shopping experience.

Enhancing Operating Margins: We intend to increase our operating margins through the following initiatives:

Optimize Markdowns. Our new markdown system will allow us to maximize sales and gross margin dollars based on forward looking sales forecasts, sell-through targets, and exit dates. This allows us to optimize markdowns at the style and color level by store cluster.

Enhance Purchasing Power. We believe that our growth and new West Coast buying office will provide us with the opportunity to capture incremental buying opportunities and realize economies of scale in our merchandising and non-merchandising purchasing activities.

Drive Operating Leverage. We believe that we will be able to leverage our growing sales over the fixed costs of our business. In addition, we are focused on continuing to improve the efficiency of our corporate and in-store operations. Furthermore, we expect operating costs to grow less rapidly in the future as we approach the middle and latter stages of our organizational investments.

Uncertainties and Challenges

As management strives to increase profitability through achieving positive comparable store sales and leveraging productivity initiatives focused on improving the in-store experience, more efficient movement of products from the vendors to the selling floors, and modifying our marketing plans to increase our core customer base and increase our share of our current customers spending, there are uncertainties and challenges that we face as an off-price retailer of apparel and accessories for men, women and children and home furnishings that could have a material impact on our revenues or income.

General Economic Conditions. Consumer spending habits, including spending for the merchandise that we sell, are affected by, among other things, prevailing economic conditions, inflation, levels of employment, salaries and wage rates, prevailing interest rates, housing costs, energy costs, commodities pricing, income tax rates and policies, consumer confidence and consumer perception of economic conditions. In addition, consumer purchasing patterns may be influenced by consumers disposable income, credit availability and debt levels.

A weakness in the U.S. economy, an uncertain economic outlook or a credit crisis could adversely affect consumer spending habits resulting in lower net sales and profits than expected on a quarterly or annual basis. Consumer confidence is also affected by the domestic and international political situation. Our financial condition and operations could be impacted by changes in government regulations such as taxes, healthcare reform and other areas. The outbreak or escalation of war or the occurrence of terrorist acts or other hostilities in or affecting the U.S., could lead to a decrease in spending by consumers.

We closely monitor our net sales, gross margin, expenses and working capital. We have performed scenario planning such that if our net sales decline, we have identified variable costs that could be reduced to partially mitigate the impact of these declines. If adverse economic trends continue, or if our efforts to counteract the impacts of these trends are not sufficiently effective, there could be a negative impact on our financial performance and position in future fiscal periods.

Competition and Margin Pressure. We believe that in order to remain competitive with off-price retailers and discount stores, we must continue to offer brand-name merchandise at a discount from traditional department stores as well as an assortment of merchandise that is appealing to our customers.

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The U.S. retail apparel and home furnishings markets are highly fragmented and competitive. We compete for business with department stores, off-price retailers, specialty stores, discount stores, wholesale clubs, and outlet stores. We anticipate that competition will increase in the future. Therefore, we will continue to look for ways to differentiate our stores from those of our competitors.

The U.S. retail industry continues to face increased pressure on margins as commodity prices increase and the overall challenging retail conditions have led consumers to be more value conscious. Despite a plentiful supply of goods in the market, which historically created downward pricing pressure for wholesale purchases, we expect to continue to see rising costs. Our open to buy paradigm, in which w