

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Eddy Robert W.</b><br><br>(Last) (First) (Middle)<br><br><b>C/O BJ'S WHOLESALE CLUB HOLDINGS, INC., 25 RESEARCH DRIVE</b><br><br>(Street)<br><br><b>WESTBOROUGH, MA 01581</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>BJ's Wholesale Club Holdings, Inc. [ BJ ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="margin-left: 50px;"><input type="checkbox"/> Other (specify below)</span><br><b>EVP, Chief Fin. &amp; Admin Off.</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>6/26/2019</b></p>  |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |  |   |

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |     | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|-----|---|------------|---------|---|--|---|
|                                 |                |                                   | Code                      | V   | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 6/26/2019      |                                   | M                         | (1) | 7237  | A          | \$1.79  | 170851  | D  |   |
| Common Stock                    | 6/26/2019      |                                   | S                         | (1) | 7237  | D          | \$26.00 | 163614  | D  |   |
| Common Stock                    | 6/27/2019      |                                   | M                         | (1) | 6804  | A          | \$1.79  | 170418  | D  |   |
| Common Stock                    | 6/27/2019      |                                   | S                         | (1) | 6804  | D          | \$26.00 | 163614  | D  |   |
| Common Stock                    |                |                                   |                           |     |   |            |         | 2000  | I  | By minor children                                     |
| Common Stock                    |                |                                   |                           |     |   |            |         | 86324   | I  | Robert W. Eddy November 2018 GRAT                     |
| Common Stock                    |                |                                   |                           |     |   |            |         | 52489   | I  | Robert W. Eddy November 2018 GRAT II                  |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |     | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|-----|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V   | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Stock Option                               | \$1.79   | 6/26/2019      |                                   | M                         | (1) | 7237   | (2) | 9/30/2021                               | Common Stock    | 7237  | \$0.00                     | 63171                                      | D  |  |  |
| Stock Option                               | \$1.79   | 6/27/2019      |                                   | M                         | (1) | 6804   | (2) | 9/30/2021                               | Common Stock    | 6804  | \$0.00                     | 56367                                      | D  |  |  |

**Explanation of Responses:**

- (1) The exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on September 27, 2018, as amended.
- (2) This option is fully vested and currently exercisable.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| Eddy Robert W.                 |               |           |         |       |

C/O BJ'S WHOLESALE CLUB HOLDINGS, INC.  
25 RESEARCH DRIVE  
WESTBOROUGH, MA 01581

EVP, Chief Fin. & Admin Off.

**Signatures**

/s/ Laura L. Felice, Attorney-in-Fact

6/28/2019

<sup>\*\*</sup>Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.