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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 19, 2019

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**BJ'S WHOLESALE CLUB HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38559**  
(Commission  
File Number)

**45-2936287**  
(IRS Employer  
Identification No.)

**25 Research Drive, Westborough, MA**  
(Address of principal executive offices)

**01581**  
(Zip Code)

**(774) 512-7400**  
Registrant's telephone number, including area code

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$0.01</b>	<b>BJ</b>	<b>New York Stock Exchange</b>

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

Emerging growth company

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

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 19, 2019, BJ's Wholesale Club Holdings, Inc. (the "Company") appointed Lee Delaney as the Company's Chief Executive Officer to succeed Christopher J. Baldwin, who will transition from Chief Executive Officer and Chairman of the Board of Directors (the "Board") to serve as the Executive Chairman of the Board, effective as of February 2, 2020. Mr. Delaney was also appointed to serve as a Class I director on the Board beginning February 2, 2020, with a term expiring at the Company's annual meeting of stockholders to be held in 2022 and until his successor is duly elected and qualified or until his earlier death, disqualification, resignation or removal.

Also on December 19, 2019, Cameron Breitner, a Class II director of the Board of the Company tendered his resignation from the Board, effective February 2, 2020, and, on the same day, upon the recommendation of its Nominating and Corporate Governance Committee, the Board appointed Thomas A. Kingsbury to the Board to fill the vacancy created by Mr. Breitner's departure and to the Compensation Committee of the Board. Mr. Breitner's resignation was not the result of any disagreement with the Company or any matter related to the Company's operation, policies or practices. Mr. Kingsbury will serve as a Class II director for a term expiring at the Company's annual meeting of stockholders to be held in 2020 and until his successor is duly elected and qualified or until his earlier death, disqualification, resignation or removal.

Mr. Kingsbury served as Chief Executive Officer of Burlington Stores, Inc. from 2008 to 2019. Prior to that, he was Senior Executive Vice President—Information Services, E-Commerce, Marketing and Business Development of Kohl's Corporation. Mr. Kingsbury also held management positions with The May Department Stores Company, including President and Chief Executive Officer of the Filene's/Kaufmann's division. He serves as a member of the board of directors of Tractor Supply Company.

In accordance with the Company's compensation policy for non-employee directors, Mr. Kingsbury will be eligible to receive: (i) annual cash compensation of \$85,000 for his service as a director and reimbursement for reasonable travel and other expenses incurred in connection with attending Board or committee meetings; (ii) an initial award of restricted stock units in an amount equal to the value of \$52,547.94, which value represents the prorated portion of \$140,000, consistent with the provisions of the Company's non-employee director compensation policy; and (iii) additional annual cash compensation of \$10,000 for Mr. Kingsbury's service on the Compensation Committee.

Mr. Kingsbury is expected to enter into the Company's standard form indemnification agreement in the form filed as Exhibit 10.26 to the Company's Registration Statement on Form S-1 (File No. 333-227504), filed with the Securities and Exchange Commission on September 24, 2018.

**Item 7.01 Regulation FD Disclosure.**

On December 19, 2019, the Company issued a press release announcing the foregoing described executive and director changes, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release of BJ's Wholesale Club Holdings, Inc. dated December 19, 2019.</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 19, 2019

**BJ'S WHOLESALE CLUB HOLDINGS, INC.**

By: /s/ Graham N. Luce

Name: Graham N. Luce

Title: Senior Vice President, Secretary

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**BJ's Wholesale Club Names Christopher J. Baldwin Executive Chairman;**

**Lee Delaney Named Chief Executive Officer**

*Thomas A. Kingsbury to Join Company's Board of Directors*

**WESTBOROUGH, Mass. (Dec. 19, 2019)** – [BJ's Wholesale Club](#) (NYSE: BJ), a leading operator of membership warehouse clubs in the Eastern United States, today named Christopher J. Baldwin Executive Chairman. The company also named Lee Delaney to succeed Baldwin as Chief Executive Officer.

In addition, Thomas A. Kingsbury, the former CEO of Burlington Stores, Inc., has been appointed to the Board. Delaney, currently president of the company, was also appointed to the company's board.

The changes are effective Feb. 2, 2020.

In his role as executive chairman, Baldwin, who joined the company and the board in 2015, will serve as a strategic advisor to Delaney and will lead the board of directors.

"Lee's strategic vision and leadership have been instrumental in the transformation of BJ's Wholesale Club," Baldwin said. "We're on track to deliver our fourth consecutive year of record earnings with strong cash flow and membership at historic levels. Lee's knowledge of all areas of our business and strong record of driving profitable growth make him the ideal leader for our company. I look forward to working closely with Lee to ensure a smooth transition as we continue our transformation."

Delaney joined BJ's in 2016 as Executive Vice President, Chief Growth Officer. Prior to joining BJ's, Delaney was a partner in the Boston office of Bain & Company, and a leader in the firm's Consumer Products practice. Delaney holds an MBA from Carnegie Mellon University and a bachelor's degree in computer science and mathematics from the University of Massachusetts.

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“This is an exciting time to be a part of BJ’s Wholesale Club, and I’m honored to lead this company and this great team,” said Delaney. “We have a strong growth strategy in place and will continue to focus on providing outstanding value and service to our members. I look forward to continuing to work with Chris as we take advantage of the opportunities ahead of us, producing profitable growth and shareholder value over the long term.”

Kingsbury replaces Cameron Breitner, who is stepping down from the Board. “I’m thrilled to have Tom Kingsbury join our board,” Baldwin said. “His deep understanding of value retail and track record of building shareholder value will be extremely valuable as we continue to transform BJ’s Wholesale Club.”

Kingsbury served as Chief Executive Officer of Burlington from 2008 to 2019. Prior to that, he was Senior Executive Vice President — Information Services, E-Commerce, Marketing and Business Development of Kohl’s Corporation. Kingsbury also held management positions with The May Department Stores Company, including President and Chief Executive Officer of the Filene’s/Kaufmann’s division. He serves as a member of the board of directors of Tractor Supply Company.

Breitner is a partner at CVC and joined the Board in 2011. “Cameron has played a crucial role in the transformation of our company,” Baldwin said. “We are all very grateful for his support of our work.”

Baldwin joined BJ’s in September 2015 as President and Chief Operating Officer and Director and was named Chief Executive Officer in February 2016 and Chairman in 2018. Prior to joining BJ’s, he was Chief Executive Officer of Hess Retail Corporation, a spin-off of Hess Corporation. Before joining Hess Retail, he held various leadership roles at Nabisco, Hershey and Procter and Gamble. Baldwin is also the Chairman of the National Retail Federation, the world’s largest retail trade association.

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#### **About BJ’s Wholesale Club, Inc.**

Headquartered in Westborough, Massachusetts, BJ’s is a leading operator of membership warehouse clubs in the Eastern United States. The company currently operates 219 clubs and 144 BJ’s Gas® locations in 17 states.

The Company’s common stock is traded on the New York Stock Exchange (NYSE: BJ).