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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **January 31, 2023**

BJ'S WHOLESALE CLUB HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38559
(Commission
File Number)

45-2936287
(IRS Employer
Identification No.)

350 Campus Drive
Marlborough, Massachusetts
(Address of principal executive offices)

01752
(Zip Code)

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

N/A
(Former name, former address and former fiscal year, if changed since last report)

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

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

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.

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

On January 31, 2023, Judy Werthauser informed the Board of Directors (the “Board”) of BJ’s Wholesale Club Holdings, Inc. (the “Company”) that she will resign from the Board. Her decision was not a result of any disagreement or any matter relating to the Company’s operations, policies or practices. Ms. Werthauser’s resignation is effective today, February 2, 2023.

Item 7.01 Regulation FD Disclosure.

On February 2, 2023, the Company issued a press release announcing Ms. Werthauser’s resignation. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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 in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release of BJ’s Wholesale Club Holdings, Inc. dated February 2, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: February 2, 2023

BJ'S WHOLESALE CLUB HOLDINGS, INC.

By: /s/ Graham N. Luce
Name: Graham N. Luce
Title: Senior Vice President, Secretary



PRESS RELEASE

BJ's Wholesale Club Announces Change to Board of Directors

Judy Werthauser to step down from the Board to pursue new opportunity

MARLBOROUGH, Mass. (February 2, 2023) – BJ's Wholesale Club Holdings, Inc. (NYSE: BJ) ("BJ's" or the "Company") today announced that Judy Werthauser has resigned from its Board of Directors ("Board") to pursue a new opportunity.

Ms. Werthauser has served on the Company's Board since November 2018 and was most recently Chair of the Compensation Committee as well as a member of the Nominating and Corporate Governance Committee. As part of Ms. Werthauser's departure, the Board intends for Chris Peterson to join the Compensation Committee and Ken Parent to be appointed as Chair of the Compensation Committee.

"Since joining our Board over four years ago, Judy has brought a deep knowledge of omni-channel retail and building strong team member cultures, which have been critical drivers of our growth," said Chris Baldwin, Chairman of the Board. "On behalf of our Board and the BJ's management team, we thank Judy for her leadership and guidance during her time with us. We wish her the best of luck in her future endeavor."

Ms. Werthauser stated, "I joined the BJ's Board shortly after its initial public offering in 2018 and it has been an honor to have played a part in the Company's transformational growth over the years. I'd like to thank my fellow directors for their partnership, and I am confident in the BJ's leadership team and its ability to deliver continued success in the years to come."

The Board intends to identify a new director in due course. The Board regularly evaluates the composition of its directors, striving for a proper combination of skillsets and diversity of experience and thought to successfully govern the Company's execution of its strategic priorities.

About BJ's Wholesale Club Holdings, Inc.

Headquartered in Marlborough, Massachusetts, BJ's Wholesale Club Holdings, Inc. (NYSE: BJ) is a leading operator of membership warehouse clubs in the Eastern United States focused on delivering significant value to its members. The Company provides a curated assortment of grocery, general merchandise, gasoline and other ancillary services to offer a differentiated shopping experience that is further enhanced by its omnichannel capabilities. Since pioneering the warehouse club model in New England in 1984, the Company currently operates 235 clubs and 164 BJ's Gas® locations in 18 states. For more information, please visit us at www.bjs.com or on [Facebook](#), [Twitter](#) or [Instagram](#).

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