

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

### 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

|                                                                                             |                                                                 |                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *                                                   | 2. Issuer Name and Ticker or Trading Symbol                     | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                     |
| <b>Luce Graham</b>                                                                          | <b>BJ's Wholesale Club Holdings, Inc. [ BJ ]</b>                | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP, Secretary</b> |
| (Last) (First) (Middle)<br><b>C/O BJ'S WHOLESALE CLUB HOLDINGS, INC., 25 RESEARCH DRIVE</b> | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>4/1/2019</b> |                                                                                                                                                                                                                |
| (Street)<br><b>WESTBOROUGH, MA 01581</b>                                                    | 4. If Amendment, Date Original Filed (MM/DD/YYYY)               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip)                                                                        |                                                                 |                                                                                                                                                                                                                |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(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                       | 4/1/2019       |                                   | A                            |                                                                      | 20387 (1)                                                                                        | A                                                        | \$0.00                                                |
|                                    |                |                                   |                              |                                                                      | 37964                                                                                            | D                                                        |                                                       |

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

| 1. Title of Derivate Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(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                                | \$27.59                                                | 4/1/2019       |                                   | A                            |                                                                                           | 20387                                   |                                                                                      | (2)                                           | 4/1/2029                                                                                              | Common Stock                                                                     | 20387                                                  |
|                                             |                                                        |                |                                   |                              |                                                                                           |                                         |                                                                                      | \$0.00                                        | 20387                                                                                                 | D                                                                                |                                                        |

#### Explanation of Responses:

- Restricted stock award which will vest with respect to 1/3 of the shares subject thereto on each of the first, second and third anniversaries of the date of grant, which date of grant is April 1, 2019.
- Stock option which will vest with respect to 1/3 of the shares subject thereto on each of the first, second and third anniversaries of the date of grant, which date of grant is April 1, 2019.

#### Reporting Owners

| Reporting Owner Name / Address                                                                                                  | Relationships                                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                 | Director10% OwnerOfficerOther                                                                                                           |
| <b>Luce Graham</b><br><b>C/O BJ'S WHOLESALE CLUB HOLDINGS, INC.</b><br><b>25 RESEARCH DRIVE</b><br><b>WESTBOROUGH, MA 01581</b> | <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/><br><b>SVP, Secretary</b> |

#### Signatures

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

4/3/2019

\*\*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.