

FORM 4

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

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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

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Luce Graham	BJ's Wholesale Club Holdings, Inc. [BJ]	☐ Director ☐ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☒ Officer (give title below) ☐ Other (specify below)
C/O BJ'S WHOLESALE CLUB HOLDINGS, INC., 350 CAMPUS DRIVE	8/31/2022	SVP, Secretary
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
MARLBOROUGH, MA 01752		☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ Form filed by More than One Reporting Person

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

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	8/31/2022		M ⁽¹⁾		2706	A	\$25.07	30892	D	
Common Stock	8/31/2022		M ⁽¹⁾		3236	A	\$27.59	34128	D	
Common Stock	8/31/2022		S ⁽¹⁾		9896	D	\$74.56 ⁽²⁾	24232	D	

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

1. Title of Derivate 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	\$25.07	8/31/2022		M ⁽¹⁾			2706	⁽³⁾	4/1/2030	Common Stock	2706.0	\$0	0	D	
Stock Option	\$27.59	8/31/2022		M ⁽¹⁾			3236	⁽⁴⁾	4/1/2029	Common Stock	3236.0	\$0	0	D	

Explanation of Responses:

- (1) The exercises and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on June 14, 2022.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$74.40 to \$74.84, inclusive. The reporting person undertakes to provide to BJ's Wholesale Club Holdings, Inc., any security holder of BJ's Wholesale Club Holdings, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within ranges set forth in this footnote.
- (3) This stock option vests in three equal annual installments beginning one year from the date of grant, which date of grant is April 1, 2020.
- (4) This option is fully vested and currently exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luce Graham C/O BJ'S WHOLESALE CLUB HOLDINGS, INC. 350 CAMPUS DRIVE MARLBOROUGH, MA 01752			SVP, Secretary	

Signatures

/s/ Joseph McGrail, Attorney-in-Fact

9/2/2022

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.

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