

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) June 14, 2022

**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.)

**25 Research Drive**

**Westborough, Massachusetts**

(Address of principal executive offices)

**01581**

(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 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 Arrangements of Certain Officers.**

On June 14, 2022, BJ's Wholesale Club Holdings, Inc. (the "Company") and Mr. Chris Baldwin agreed that Mr. Baldwin's employment with the Company as Executive Chairman would end on June 16, 2022. On June 16, 2022 the Board of Directors of the Company (the "Board") determined that, subsequent to the end of his employment as Executive Chairman on June 16, 2022, Mr. Baldwin would continue to serve as the Company's Chairman of the Board. As a result, Mr. Baldwin no longer serves as an executive officer of the Company; however, at the Company's annual meeting of shareholders (the "Annual Meeting") on June 16, 2022, as set forth below, the shareholders voted in favor of Mr. Baldwin to continue to serve as a director of the Company for another term.

**Item 5.03. Amendments to Certificate of Incorporation or Bylaws; Change in Fiscal Year.**

As described below in Item 5.07 of this Current Report on Form 8-K and in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on May 5, 2022 (the "Proxy Statement"), at the Annual Meeting, the Company's shareholders voted to approve an amendment (the "Supermajority Elimination Amendment") to the Company's Second Amended and Restated Certificate of Incorporation, as amended, (the "Charter") to eliminate supermajority vote requirements relating to (i) amendments to the Charter and Bylaws and (ii) the removal of directors from office. In connection with the Charter Amendment, on June 16, 2022, the Board approved an amendment to our Second Amended and Restated Bylaws (the "Bylaws Amendment") to eliminate supermajority vote requirements therein. On June 16, 2022, the Company filed the Certificate of Amendment to the Charter (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to effect the Supermajority Elimination Amendment.

The foregoing summary of the Certificate of Amendment and Bylaws Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of the Certificate of Amendment and Bylaws Amendment, copies of which are filed as Exhibit 3.1 and 3.2 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, a total of 129,137,125 shares of the Company's common stock were present in person or represented by proxy, representing approximately 95.72% of the Company's common stock outstanding as of April 25, 2022, the record date. The voting results for the proposals considered and voted upon at the Annual Meeting, each of which were described in the Proxy Statement, are set forth below.

Item 1 – The shareholders of the Company elected Chris Baldwin, Darryl Brown, Michelle Gloeckler, Ken Parent, Chris Peterson, Robert Steele and Judy Werthausser as directors to hold office until the Company's annual meeting of shareholders to be held in 2023 and until their respective successors have been duly elected and qualified. The results of the shareholders' vote with respect to the election of each director were as follows:

---

	FOR	WITHHELD	BROKER NON-VOTES
Chris Baldwin	123,423,333	1,242,820	4,470,972
Darryl Brown	124,232,651	433,502	4,470,972
Michelle Gloeckler	123,415,668	1,250,485	4,470,972
Ken Parent	124,077,166	588,987	4,470,972
Chris Peterson	123,897,472	768,681	4,470,972
Rob Steele	123,923,830	742,323	4,470,972
Judy Werthausser	122,888,554	1,777,599	4,470,972

Item 2 – The shareholders approved, on an advisory (non-binding) basis, the compensation of the Company’s named executive officers. The results of the shareholders’ vote with respect to the compensation of the Company’s named executive officers were as follows:

FOR	AGAINST	ABSTAINED	BROKER NON-VOTES
122,697,526	1,762,663	205,964	4,470,972

Item 3 – The shareholders of the Company ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year 2022. The results of the shareholders’ vote with respect to the ratification were as follows:

FOR	AGAINST	ABSTAINED	BROKER NON-VOTES
125,019,081	3,943,365	174,679	—

Item 4 – The shareholders approved the Supermajority Elimination Amendment. The results of the shareholders’ vote with respect to the Supermajority Elimination Amendment were as follows:

FOR	AGAINST	ABSTAINED	BROKER NON-VOTES
124,471,054	34,144	160,955	4,470,972

**Item 9.01 Financial Statement and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

3.1 [Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation, as amended, of BJ’s Wholesale Club Holdings, Inc.](#)

3.2 [Amendment to the Second Amended and Restated Bylaws of BJ’s Wholesale Club Holdings, Inc.](#)

104 Cover Page Interactive Data (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: June 21, 2022

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

By: /s/ Graham N. Luce

Name: Graham N. Luce

Title: Senior Vice President, Secretary

**CERTIFICATE OF AMENDMENT**  
**OF**  
**SECOND AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**BJ'S WHOLESALE CLUB HOLDINGS, INC.**

(Pursuant to Section 242 of the General Corporation Law)

BJ's Wholesale Club Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** The Second Amended and Restated Certificate of Incorporation of the Corporation, as amended, is hereby further amended by deleting Section 3 of Article V in its entirety and inserting the following in lieu thereof:

Section 3. Subject to the special rights of the holders of one or more series of Preferred Stock to elect directors, any director may be removed from office, with or without cause, by the affirmative vote of the holders of at least a majority of the voting power of the outstanding shares of stock of the Corporation entitled to vote at an election of directors.

**SECOND:** The Second Amended and Restated Certificate of Incorporation of the Corporation, as amended, is hereby further amended by deleting Article X in its entirety and inserting the following in lieu thereof:

Section 1. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Second Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by this Second Amended and Restated Certificate of Incorporation and the DGCL, and all rights, preferences and privileges herein conferred upon stockholders, directors or any other persons herein are granted by and pursuant to this Second Amended and Restated Certificate of Incorporation in its current form or as hereafter amended are granted subject to the right reserved in this Article X. Notwithstanding the foregoing, any other provisions of this Second Amended and Restated Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of stock required by law or by this Second Amended and Restated Certificate of Incorporation (including any Certificate of Designation in respect of one or more series of Preferred Stock), the affirmative vote of the holders of at least a majority of the voting power of the outstanding shares of stock entitled to vote thereon, voting together as a single class, at a duly constituted meeting of stockholders called expressly for such purpose, shall be required to alter, amend or repeal any provision of this Second Amended and Restated Certificate of Incorporation.

Section 2. Except as otherwise provided by law, the Board is expressly authorized to make, repeal, alter, amend and rescind, in whole or in part, the Bylaws. Notwithstanding the foregoing, any other provisions of this Second Amended and Restated Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of stock required by law or by this Second Amended and Restated Certificate of Incorporation (including any Certificate of Designation in respect of one or more series of Preferred Stock), the affirmative vote of the holders of at least a majority of the voting power of the outstanding shares of stock entitled to vote thereon, voting together as a single class, at a duly constituted meeting of stockholders called expressly for such purpose, shall be required in order for the stockholders of the Corporation to alter, amend or repeal, in whole or in part, any provision of the Bylaws or to adopt any provision inconsistent therewith.

---

**THIRD:** That the foregoing amendments to the Second Amended and Restated Certificate of Incorporation of the Corporation have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

\* \* \* \*

---

IN WITNESS WHEREOF, BJ's Wholesale Club Holdings, Inc. has caused this Certificate of Amendment to be executed by its duly authorized officer on this 16th day of June, 2022.

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

By: /s/ Graham N. Luce  
Name: Graham N. Luce  
Title: SVP, Secretary

**First Amendment to Second Amended and Restated Bylaws of  
BJs Wholesale Club Holdings, Inc.  
(a Delaware corporation)**

The Second Amended and Restated Bylaws (the “Existing Bylaws”) of BJ’s Wholesale Club Holdings, Inc., a Delaware corporation (the “Corporation”), are hereby amended as follows:

Article X of the Existing Bylaws is hereby deleted in its entirety and replaced with the following:

The Board is expressly empowered to adopt, amend or repeal the bylaws of the Corporation. The stockholders also shall have power to adopt, amend or repeal the bylaws of the Corporation; *provided, however*, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by the Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all the then-outstanding shares of voting stock of the Corporation with the power to vote at an election of directors, voting together as a single class.

Except as provided herein, the provisions of the Existing Bylaws shall remain in full force and effect.

Effective as of: June 16th, 2022