

**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 15, 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 or former address, 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 15, 2023, the Board of Directors (the “board”) of BJ’s Wholesale Club Holdings, Inc. (the “company”) appointed C. Marie Robinson and Steven L. Ortega as members of the board, effective immediately. The term of each director expires at the annual meeting of shareholders to be held in 2024, or upon the election and qualification of successor directors. At the time of their appointments, it was not determined which board committees Ms. Robinson and Mr. Ortega would sit on.

There are no arrangements or understandings between either Ms. Robinson or Mr. Ortega and any other person pursuant to which they were selected as a director, and neither has a family relationship with any director or executive officer of the company. Neither Ms. Robinson nor Mr. Ortega has any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with their appointment and in accordance with the company’s compensation policy for non-employee directors, each of Ms. Robinson and Mr. Ortega will each receive: (i) annual cash compensation of \$95,000 for their service as a director and reimbursement for reasonable travel and other expenses incurred in connection with attending meetings of the board; and (ii) an initial award of restricted stock units with a value equal to a prorated portion of the \$150,000 annual grant made to non-employee directors based on the length of time remaining until the anniversary of the company’s 2023 annual meeting of shareholders, which will vest on the earlier of (a) the day immediately preceding the date of the annual meeting of shareholders to be held in 2024 and (b) June 15, 2024, subject to each of Ms. Robinson’s and Mr. Ortega’s continued service.

Each of Ms. Robinson and Mr. Ortega have entered into the company’s standard form indemnification agreement in the form filed as Exhibit 10.27 to the company’s registration statement on Form S-1 (File No. 333-229593), filed with the Securities and Exchange Commission (the “SEC”) on February 11, 2019.

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

At the company’s annual meeting of shareholders on June 15, 2023 (the “annual meeting”), a total of 125,287,032 shares of the company’s common stock were present in person or represented by proxy, representing approximately 93.23% of the company’s common stock outstanding as of April 24, 2023, the record date. The voting results for the proposals considered and voted upon at the annual meeting, each of which were described in the company’s definitive proxy statement, filed with the SEC on May 4, 2023, are set forth below.

Item 1 – The shareholders of the company elected Chris Baldwin, Darryl Brown, Bob Eddy, Michelle Gloeckler, Maile Naylor (nee Clark), Ken Parent, Chris Peterson and Robert Steele as directors to hold office until the company’s annual meeting of shareholders to be held in 2024 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	115,472,383	3,423,111	6,391,538
Darryl Brown	113,992,151	4,903,343	6,391,538
Bob Eddy	115,209,478	3,686,016	6,391,538
Michelle Gloeckler	105,462,410	13,433,084	6,391,538
Maile Naylor (nee Clark)	117,649,763	1,245,731	6,391,538
Ken Parent	116,866,126	2,029,368	6,391,538
Chris Peterson	117,380,042	1,515,452	6,391,538
Rob Steele	117,580,237	1,315,257	6,391,538

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
112,209,900	6,386,415	299,179	6,391,538

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 2023. The results of the shareholders’ vote with respect to the ratification were as follows:

FOR	AGAINST	ABSTAINED	BROKER NON-VOTES
119,249,036	5,775,236	262,760	—

Item 7.01 Regulation FD Disclosure.

On June 16, 2023, the company issued a press release announcing that Ms. Robinson and Mr. Ortega have been appointed to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K 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 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 June 16, 2023.
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 16, 2023

BJ'S WHOLESALE CLUB HOLDINGS, INC.

By: /s/ Graham N. Luce

Name: Graham N. Luce

Title: Executive Vice President, Secretary



BJ's Wholesale Club Names Steven L. Ortega and C. Marie Robinson to Board of Directors

Mr. Ortega and Ms. Robinson bring strong industry experience and valuable insight to board

MARLBOROUGH, Mass. (June 16, 2023) – BJ's Wholesale Club Holdings, Inc. (NYSE: BJ) ("BJ's"), a leading operator of membership warehouse clubs, today announced that Steven L. Ortega and C. Marie Robinson have been named to the company's board of directors, effective immediately. Mr. Ortega and Ms. Robinson will fill the recent vacancies in the company's board.

"We are pleased to welcome Steve and Marie as they bring strong industry expertise and unique perspectives to our board," said Bob Eddy, Chairman and Chief Executive Officer. "Steve is an accomplished executive with decades of retail and omnichannel experience and Marie's deep knowledge of supply chain transformation is invaluable as we now control our perishable and ambient supply chains. We look forward to their future contributions to BJ's as we continue to execute on our goals of delivering long-term profitable growth and value creation."

"The addition of these two highly respected leaders as independent directors to our board reflects the company's ongoing commitment to diversity of experience, background and thought," said Rob Steele, the board's lead independent director. "We are excited to leverage the complementary insight and expertise of the board to continue to position BJ's for future success."

Mr. Ortega currently serves as chairman of the board of Leslie's Inc., a NASDAQ-listed company offering direct-to-consumer pool and spa care products and services. Mr. Ortega joined Leslie's Inc. in 2005 as executive vice president and chief financial officer and served in various executive roles including president and chief executive officer from 2017 to 2020. Prior to joining Leslie's Inc., he held a number of leadership positions at BI-LO, LLC, American Stores Company and Lucky Stores, Inc. He holds a bachelor's degree in accounting from the University of Arizona. Since 2021, Mr. Ortega also has served on the board of James Avery Artisan Jewelry, a multi-channel jewelry retailer.

Ms. Robinson has served as executive vice president and chief supply chain officer of Sysco Corporation, an NYSE-listed food products distributor, since 2020. Prior to Sysco, she served as senior vice president, chief operations and transformation officer of Capri Holding Limited, the parent holding company of Michael Kors, Versace and Jimmy Choo. Ms. Robinson's previous roles span various logistics and supply chain-focused leadership positions at ToysRUs, The Great Atlantic & Pacific Tea Company, Smart & Final Stores, LLC and Wal-Mart Stores, Inc. She began her career as a logistics officer for the U.S. Army and holds a bachelor's degree in communications from the University of Alabama and a master's degree in leadership and organizational studies from Azusa Pacific University.



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 primarily 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 ancillary services to offer a differentiated shopping experience that is further enhanced by its omnichannel capabilities. The company pioneered the warehouse club model in New England in 1984 and currently operates 238 clubs and 168 BJ's Gas® locations in 19 states. For more information, please visit us at www.BJs.com or on [Facebook](#), [Twitter](#), or [Instagram](#).

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