

# FORM 4

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

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

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

## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Green Equity Investors V, L.P.</b>  (Last) (First) (Middle)  <b>1111 SANTA MONICA BOULEVARD, SUITE 2000</b>  (Street)  <b>LOS ANGELES, CA 90025</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>BJ's Wholesale Club Holdings, Inc. [ BJ ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>10/1/2018</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 150px;"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	10/1/2018		S		11213886 (1)	D	\$26.00	21258778 (2)	D (3)(4) (5)	
Common Stock	10/1/2018		S		3363897 (6)	D	\$26.00	6377121 (7)	D (3)(4) (8)	
Common Stock	10/1/2018		S		456875 (9)	D	\$26.00	866125 (10)	D (3)(4) (11)	

**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				

**Explanation of Responses:**

- (1) Represents shares of common stock, par value \$0.01 per share ("Common Stock") of BJ's Wholesale Club Holdings, Inc. (the "Issuer") sold by Green Equity Investors V, L.P. ("GEI V") in connection with the closing of a secondary offering of Common Stock by certain selling stockholders (the "Offering") and in connection with the exercise of an over-allotment option by the underwriters in the Offering.
- (2) Represents Common Stock owned by GEI V. The Common Stock reported on this row is subject to a lock-up agreement and cannot be sold without underwriter consent, among other exceptions, until 90 days after the date of the prospectus relating to the transactions reported hereon.
- (3) GEI Capital V, LLC ("Capital") is the general partner of GEI V and Green Equity Investors Side V, L.P. ("GEI Side V"). Green V Holdings, LLC ("Holdings") is a limited partner of GEI V. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI V and GEI Side V, and an affiliate of Capital and Holdings. Peridot Coinvest Manager LLC ("Peridot") is the management company of LGP Associates V LLC ("LGP Associates"), which is the management company of Beacon Coinvest LLC ("Beacon") and an affiliate of Capital and Holdings. LGP Management, Inc. ("LGP") is the general partner of LGP.
- (4) Each of GEI V, GEI Side V, Beacon, LGP Associates, Peridot, LGP, LGPM, Capital, and Holdings, directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the Common Stock owned by GEI V, GEI Side V, or Beacon, and therefore, a "ten percent holder" hereunder.
- (5) Each of GEI Side V, Beacon, LGP Associates, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Common Stock reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI V, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (6) Represents Common Stock sold by GEI Side V in connection with the closing of the Offering and in connection with the exercise of an over-allotment option by the underwriters in the Offering.
- (7) Represents Common Stock owned by GEI Side V. The Common Stock reported on this row is subject to a lock-up agreement and cannot be sold without

underwriter consent, among other exceptions, until 90 days after the date of the prospectus relating to the transactions reported hereon.

- (8) Each of GEI V, Beacon, LGP Associates, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Common Stock reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI Side V, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (9) Represents Common Stock sold by Beacon in connection with the closing of the Offering and in connection with the exercise of an over-allotment option by the underwriters in the Offering.
- (10) Represents Common Stock owned by Beacon. The Common Stock reported on this row is subject to a lock-up agreement and cannot be sold without underwriter consent, among other exceptions, until 90 days after the date of the prospectus relating to the transactions reported hereon.
- (11) Each of GEI V, GEI Side V, LGP Associates, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Common Stock reported on this row, except to the extent of its pecuniary interest therein, and, with respect to Beacon, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

**Remarks:**

The reporting persons may be deemed to be a director for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, by reason of GEI V's right to nominate three persons to serve on the board of directors of the Issuer in accordance with the terms and conditions of the Voting Agreement by and among the Issuer, GEI V, GEI Side V, Beacon, and CVC Beacon L.P.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Equity Investors V, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green V Holdings, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Beacon Coinvest LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
GEI Capital V, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Leonard Green & Partners, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP Associates V LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
PERIDOT COINVEST MANAGER LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side V, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		

**Signatures**

Andrew Goldberg, attorney-in-fact

10/1/2018

\*\*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.