

# FORM 4

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

OMB APPROVAL  
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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 *<br><b>Werner William C.</b><br><br>(Last) (First) (Middle)<br><b>C/O BJ'S WHOLESALE CLUB<br/>HOLDINGS, INC., 25 RESEARCH<br/>DRIVE</b><br><br>(Street)<br><b>WESTBOROUGH, MA 01581</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>BJ's Wholesale Club Holdings, Inc. [ BJ ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>SVP, Strat. Plan &amp; Inv. Rel.</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>3/6/2019</b>                                                                                                                                                                                              |                                                                                                 |                                                                                                                                                                                                                                                          |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                                                                                                                                                                                            |                                                                                                 | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |             | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|-------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price       |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 3/6/2019       |                                         | M (1)                        |   | 14383                                                                   | A             | \$4.26      | 70629                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 3/6/2019       |                                         | M (1)                        |   | 19761                                                                   | A             | \$5.72      | 90390                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 3/6/2019       |                                         | S (1)                        |   | 34144                                                                   | D             | \$27.93 (2) | 56246                                                                                               | D                                                                       |                                                                   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|------------------------------|---|----------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                         | V |                                                                                                    | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Stock Option                                   | \$4.26                                                             | 3/6/2019          |                                         | M (1)                        |   | 14383                                                                                              | (3)                                        | 6/12/2023          | Common<br>Stock                                                                            | 14383                            | \$0.00                                              | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Stock Option                                   | \$5.72                                                             | 3/6/2019          |                                         | M (1)                        |   | 19761                                                                                              | (3)                                        | 9/20/2026          | Common<br>Stock                                                                            | 19761                            | \$0.00                                              | 118489                                                                                                                     | D                                                                                                     |                                                                    |

#### Explanation of Responses:

- (1) The exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on October 5, 2018.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.38 to \$28.00 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 the ranges set forth in this footnote (2).
- (3) This option is fully vested and currently exercisable.

#### Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |                              |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                                           | Director      | 10% Owner | Officer                      | Other |
| Werner William C.<br>C/O BJ'S WHOLESALE CLUB HOLDINGS, INC.<br>25 RESEARCH DRIVE<br>WESTBOROUGH, MA 01581 |               |           | SVP, Strat. Plan & Inv. Rel. |       |

#### Signatures

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

3/7/2019

\*\*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.

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