

INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Green Equity Investors V, L.P.			6/27/2018		BJ's Wholesale Club Holdings, Inc. [BJ]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
11111 SANTA MONICA BOULEVARD, SUITE 2000			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
LOS ANGELES, CA 90025					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	32472664 (1)	D (2)(3)(4)	
Common Stock	9741018 (5)	D (2)(3)(6)	
Common Stock	1323000 (7)	D (2)(3)(8)	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- Represents shares of Common Stock, par value \$0.01 per share ("Common Stock"), of BJ's Wholesale Club Holdings, Inc. (the "Issuer") owned by Green Equity Investors V, L.P. ("GEI V").
- 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. ("LGPM") is the general partner of LGP.
- 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.
- 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.
- Represents shares of Common Stock owned by GEI Side V.
- Each of GEI V, Beacon, LGP Associates, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests 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.

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(7) Represents shares of Common Stock owned by Beacon.

(8) Each of GEI V, GEI Side V, LGP Associates, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests 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 LP.

Exhibit List: Exhibit 24.1 - Power of Attorney

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

/s/ Andrew C. Goldberg, attorney-in-fact

6/27/2018

**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 5(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.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of Cody L. Franklin, Andrew C. Goldberg, and Lance J.T. Schumacher signing singly and not jointly, his true and lawful attorney in fact to:

- (1) execute for and on behalf of the undersigned, in his capacity as an officer, director or ten percent stockholder of BJ's Wholesale Club Holdings, Inc. (the "Issuer"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Issuer assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to his holdings of and transactions in securities issued by the Issuer, unless earlier revoked by him in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 26th day of June, 2018.

Green Equity Investors V, L.P.

By: GEI Capital V, LLC, its General Partner

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary

Green Equity Investors Side V, L.P.

By: GEI Capital V, LLC, its General Partner

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary

Beacon Coinvest LLC

By: LGP Associates V LLC, its Manager

By: Peridot Coinvest Manager LLC, its Manager

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary

GEI Capital V, LLC

/s/ Andrew C. Goldberg
Andrew C. Goldberg
Vice President, General Counsel and Secretary

Green V Holdings, LLC

/s/ Andrew C. Goldberg
Andrew C. Goldberg

Vice President, General Counsel and Secretary

Leonard Green & Partners, L.P.

By: LGP Management, Inc., its General Partner

/s/ Andrew C. Goldberg

Andrew C. Goldberg

Vice President, General Counsel and Secretary

LGP Associates V LLC

By: Peridot Coinvest Manager LLC, its Manager

/s/ Andrew C. Goldberg

Andrew C. Goldberg

Vice President, General Counsel and Secretary

LGP Management, Inc.

/s/ Andrew C. Goldberg

Andrew C. Goldberg

Vice President, General Counsel and Secretary

Peridot Coinvest Manager LLC

/s/ Andrew C. Goldberg

Andrew C. Goldberg

Vice President, General Counsel and Secretary