

**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 19, 2025**

**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 5.03 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 9, 2025 (the "proxy statement"), at the BJ's Wholesale Club Holdings, Inc. (the "company") annual meeting of shareholders on June 19, 2025 (the "annual meeting"), the company's shareholders voted to approve an amendment (the "officer exculpation amendment") to the company's second amended and restated certificate of incorporation, as amended (the "charter"), to include a provision to permit exculpation of the company's officers, subject to certain limitations, as permitted by the Delaware General Corporation Law. On June 20, 2025, the company filed a certificate of amendment to the charter (the "certificate of amendment") with the Secretary of State of the State of Delaware to effect the officer exculpation amendment.

The foregoing summary of the certificate of amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the certificate of amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

At the annual meeting, a total of 126,089,628 shares of the company's common stock were present in person or represented by proxy, representing approximately 95.49% of the company's common stock outstanding as of April 28, 2025, 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 Darryl Brown, Dave Burwick, Bob Eddy, Michelle Gloeckler, Maile Naylor, Steve Ortega, Ken Parent, Chris Peterson, Marie Robinson and Rob Steele as directors to hold office until the company's annual meeting of shareholders to be held in 2026 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 |
|--------------------|-------------|-----------|------------------|
| Darryl Brown       | 115,050,763 | 6,366,616 | 4,672,249        |
| Dave Burwick       | 120,186,192 | 1,231,187 | 4,672,249        |
| Bob Eddy           | 118,154,739 | 3,262,640 | 4,672,249        |
| Michelle Gloeckler | 120,648,954 | 768,425   | 4,672,249        |
| Maile Naylor       | 120,152,617 | 1,264,762 | 4,672,249        |
| Steve Ortega       | 116,812,463 | 4,604,916 | 4,672,249        |
| Ken Parent         | 116,997,858 | 4,419,521 | 4,672,249        |
| Chris Peterson     | 119,925,426 | 1,491,953 | 4,672,249        |
| Marie Robinson     | 120,758,646 | 658,733   | 4,672,249        |
| Rob Steele         | 120,761,302 | 656,077   | 4,672,249        |

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 |
|-------------|-----------|-----------|------------------|
| 113,793,417 | 7,530,123 | 93,839    | 4,672,249        |

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 2025. The results of the shareholders' vote with respect to the ratification were as follows:

| FOR         | AGAINST   | ABSTAINED |
|-------------|-----------|-----------|
| 119,197,827 | 6,851,648 | 40,153    |

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Item 4 – The shareholders approved the officer exculpation amendment to include an officer exculpation provision in the charter. The results of the shareholders’ vote with respect to the officer exculpation amendment were as follows:

| FOR         | AGAINST    | ABSTAINED | BROKER NON-VOTES |
|-------------|------------|-----------|------------------|
| 102,375,907 | 18,973,856 | 67,616    | 4,672,249        |

Item 5 – The shareholders of the company did not approve a shareholder proposal regarding a report on GHG emissions reduction efforts. The results of the shareholders’ vote with respect to the shareholder proposal were as follows:

| FOR        | AGAINST    | ABSTAINED | BROKER NON-VOTES |
|------------|------------|-----------|------------------|
| 36,433,652 | 83,535,063 | 1,448,664 | 4,672,249        |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

[3.1 Certificate of Amendment to BJ’s Wholesale Club Holdings, Inc.’s Second Amended and Restated Certificate of Incorporation, effective June 20, 2025.](#)

104 Cover Page Interactive Data (embedded within the Inline XBRL document).

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**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 20, 2025

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

By: /s/ Graham N. Luce

Name: Graham N. Luce

Title: Executive Vice President, Secretary

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

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

1. The name of the Corporation is BJ's Wholesale Club Holdings, Inc.
2. The Second Amended and Restated Certificate of Incorporation of the Corporation, as amended, is hereby further amended by deleting Section 1 of Article VII in its entirety, with the rest of Article VII remaining unchanged, and inserting the following in lieu thereof:

Section 1. To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the DGCL is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or an officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended, automatically and without further action, upon the date of such amendment. All references in this Article VII to an "officer" shall mean only a person who, at the time of an act or omission as to which liability is asserted, falls within the meaning of the term "officer" as defined in Section 102(b)(7) of the DGCL.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on this 20<sup>th</sup> day of June, 2025.

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

By: /s/ Graham N. Luce

Name: Graham N. Luce

Title: Executive Vice President, General Counsel

[Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation]

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