

# FORM 4

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

OMB APPROVAL  
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[ ] 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

|                                                                                                                                                                                                                                                  |                                                                                                 |                                                                                                                                                                                                                                                      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><b>Werner William C.</b><br>(Last) (First) (Middle)<br><b>C/O BJ'S WHOLESALE CLUB<br/>HOLDINGS, INC., 25 RESEARCH<br/>DRIVE</b><br>(Street)<br><b>WESTBOROUGH, MA 01581</b><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>____ 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>2/20/2019</b>                                                                                                                                                                                 |                                                                                                 | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                       |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                                                                                                                                                                                |                                                                                                 |                                                                                                                                                                                                                                                      |

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)<br>or 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                       | 2/20/2019      |                                         | M (1)                        |   | 5056                                                                    | A             | \$4.26  | 61302                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 2/20/2019      |                                         | S (1)                        |   | 5056                                                                    | D             | \$27.00 | 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<br>Securities Acquired<br>(A) or Disposed of<br>(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 | (A)                                                                                                   | (D)  | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Stock Option                                   | \$4.26                                                             | 2/20/2019         |                                         | M (1)                        |   |                                                                                                       | 5056 | (2)                                        | 6/12/2023          | Common<br>Stock                                                                            | 5056                             | \$0.00                                              | 14383                                                                                                                      | 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) 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

2/22/2019

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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