

BJS WHOLESALE CLUB INC  
Form SC 13D/A  
October 03, 2011

OMB APPROVAL  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 5)\***

**BJ s Wholesale Club, Inc.**

(Name of Issuer)

**Common Stock, \$0.01 par value**

(Title of Class of Securities)

**05548J106**

(CUSIP Number)

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**Michael Gennaro**

**LGP Management, Inc.**

**11111 Santa Monica Boulevard Suite 2000**

**Los Angeles, California 90025**

**(310) 954-0414**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**September 30, 2011**

**(Date of Event Which Requires Filing of Statement on Schedule 13D)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box. "

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) Names of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors V, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

(7)  Sole Voting Power

NUMBER OF

0

SHARES

(8)  Shared Voting Power

BENEFICIALLY

OWNED BY

0

EACH

(9)  Sole Dispositive Power

REPORTING

PERSON

0

(10)  Shared Dispositive Power

WITH:

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

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0

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

(13) Percent of Class Represented by Amount in Row (11):

Not applicable.

(14) Type of Reporting Person (See Instructions):

PN

(1) Names of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors Side V, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

(7)  Sole Voting Power

NUMBER OF

0

SHARES

(8)  Shared Voting Power

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EACH

(9)  Sole Dispositive Power

REPORTING

PERSON

0

(10)  Shared Dispositive Power

WITH:

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

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0

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

(13) Percent of Class Represented by Amount in Row (11):

Not applicable.

(14) Type of Reporting Person (See Instructions):

PN

(1) Names of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

GEI Capital V, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): "

(6) Citizenship or Place of Organization:

Delaware

(7) Sole Voting Power

NUMBER OF

0

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PERSON

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WITH:

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

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0

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

(13) Percent of Class Represented by Amount in Row (11)

Not applicable.

(14) Type of Reporting Person (See Instructions):

OO (Limited Liability Company)

(1) Names of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green V Holdings, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): "

(6) Citizenship or Place of Organization:

Delaware

(7) Sole Voting Power

NUMBER OF

0

SHARES

(8) Shared Voting Power

BENEFICIALLY

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PERSON

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(10) Shared Dispositive Power

WITH:

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

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(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

(13) Percent of Class Represented by Amount in Row (11):

Not applicable.

(14) Type of Reporting Person (See Instructions):

OO (Limited Liability Company)

(1) Names of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Leonard Green & Partners, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): "

(6) Citizenship or Place of Organization:

Delaware

(7) Sole Voting Power

NUMBER OF

0

SHARES

(8) Shared Voting Power

BENEFICIALLY

OWNED BY

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(9) Sole Dispositive Power

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PERSON

0

(10) Shared Dispositive Power

WITH:

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

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(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

(13) Percent of Class Represented by Amount in Row (11):

Not applicable.

(14) Type of Reporting Person (See Instructions):

PN

(1) Names of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

LGP Management, Inc.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): "

(6) Citizenship or Place of Organization:

Delaware

(7) Sole Voting Power

NUMBER OF

0

SHARES

(8) Shared Voting Power

BENEFICIALLY

OWNED BY

0

EACH

(9) Sole Dispositive Power

REPORTING

PERSON

0

(10) Shared Dispositive Power

WITH:

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

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0

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

(13) Percent of Class Represented by Amount in Row (11):

Not applicable.

(14) Type of Reporting Person (See Instructions):

CO

**ITEM 1. SECURITY AND ISSUER**

This Amendment No. 5 to Schedule 13D (this **Amendment** ) relates to shares (the **Shares** ) of common stock, no par value (the **Common Stock** ), of BJS Wholesale Club, Inc., a Delaware corporation (the **Issuer** ).

The address of the Issuer's principal executive offices is One Mercer Road, Natick, Massachusetts 01760.

**ITEM 2. IDENTITY AND BACKGROUND**

The disclosure provided in Item 2 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

As of, and as a direct consequence of, the closing of the Merger (as defined in Amendment No. 3 to the Schedule 13D amended hereby, such Amendment No. 3 filed with the SEC on June 30, 2011), GEI V and GEI Side V own no Shares as of the date of this statement.

**ITEM 4. PURPOSE OF TRANSACTION**

The disclosure provided in Item 4 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

On September 30, 2011, 5,100,000 Shares held by GEI V and GEI Side V were converted into shares of common stock of Beacon Holding Inc., a Delaware corporation, in connection with the closing of the Merger. The Reporting Persons therefore no longer own any Shares. The Reporting Persons' beneficial ownership of the Issuer's securities of any kind has dropped below the 5% Schedule 13D reporting threshold. Therefore, this Amendment constitutes the final amendment to the Reporting Persons' Schedule 13D amended hereby, and an exit filing for the Reporting Persons.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

The disclosure provided in Item 5 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

- (a) As a result of the transaction described in Item 4, as of September 30, 2011, the Reporting Persons no longer beneficially own any Shares.
- (b) As a result of the transaction described in Item 4, as of September 30, 2011, the Reporting Persons may no longer be deemed to have shared voting power over any Shares.
- (c) Except for the transaction described in Item 4, there were no transactions in the Common Stock effected by the Reporting Persons since the filing of the Amendment No. 4 to the Schedule 13D amended hereby (filed with the SEC on September 22, 2011).
- (e) As a result of the transaction described in Item 4, as of September 30, 2011, the Reporting Persons ceased to be beneficial owners of more than 5% of the Shares.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment is true, complete and correct.

Dated as of October 3, 2011

**Green Equity Investors V, L.P.**

**By: GEI Capital V, LLC, its General Partner**

By: /s/ Michael Gennaro  
Name: Michael Gennaro  
Title: Chief Operating Officer and Secretary

**Green Equity Investors Side V, L.P.**

**By: GEI Capital V, LLC, its General Partner**

By: /s/ Michael Gennaro  
Name: Michael Gennaro  
Title: Chief Operating Officer and Secretary

**GEI Capital V, LLC**

By: /s/ Michael Gennaro  
Name: Michael Gennaro  
Title: Chief Operating Officer and Secretary

**Green V Holdings, LLC**

By: /s/ Michael Gennaro  
Name: Michael Gennaro  
Title: Chief Operating Officer and Secretary

**Leonard Green & Partners, L.P.**

**By: LGP Management, Inc., its General Partner**

By: /s/ Michael Gennaro  
Name: Michael Gennaro  
Title: Chief Operating Officer and Secretary

**LGP Management, Inc.**

By: /s/ Michael Gennaro  
Name: Michael Gennaro  
Title: Chief Operating Officer and Secretary

## Directors and Executive Officers of LGPM

Name	Position with LGPM
John G. Danhaki	Director, Executive Vice President and Managing Partner
Peter J. Nolan	Director, Executive Vice President and Managing Partner
Jonathan D. Sokoloff	Director, Executive Vice President and Managing Partner
Michael Gennaro	Chief Operating Officer and Secretary
Cody L. Franklin	Chief Financial Officer and Assistant Secretary
Jonathan A. Seiffer	Senior Vice President
John M. Baumer	Senior Vice President
Timothy J. Flynn	Senior Vice President
James D. Halper	Senior Vice President
Michael J. Connolly	Senior Vice President
Todd M. Purdy	Senior Vice President
Michael S. Solomon	Senior Vice President
Usama N. Cortas	Principal
J. Kristofer Galashan	Principal
Alyse M. Wagner	Principal
Michael J. Kirton	Vice President
Oliver U. Nordlinger	Vice President
John J. Yoon	Vice President
Lily W. Chang	Vice President Procurement
Lance J.T. Schumacher	Vice President Tax