

BJS WHOLESALE CLUB INC  
Form S-8 POS  
October 04, 2011

As filed with the Securities and Exchange Commission on October 4, 2011

Registration No. 333-31015

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**BJ s Wholesale Club, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>04-3360747</b> (I.R.S. Employer Identification No.)
<b>25 Research Drive</b>  <b>Westborough, MA</b> (Address of Principal Executive Offices)	<b>01581</b> (Zip Code)

**1997 Replacement Stock Incentive Plan**

**1997 Stock Incentive Plan**

**1997 Director Stock Option Plan**

(Full Title of the Plan)

**Laura J. Sen**

**Chief Executive Officer**

**BJ s Wholesale Club, Inc.**

**25 Research Drive**

**Westborough, MA 01581**

(Name and Address of Agent For Service)

**(774) 512-7400**

(Telephone Number, Including Area Code, of Agent For Service)

*Copies to:*

**Mark G. Borden, Esq.**

**WilmerHale**

**60 State Street**

**Boston, MA 02109**

Explanatory Note:

Pursuant to a Registration Statement on Form S-8 (File No. 333-31015) (the "Registration Statement"), BJS Wholesale Club, Inc. (the "Company") registered shares of its common stock, \$.01 par value per share (the "Common Stock"), under the Securities Act of 1933, as amended, for offer and issuance pursuant to the Company's 1997 Replacement Stock Incentive Plan, 1997 Stock Incentive Plan and 1997 Director Stock Option Plan. On September 30, 2011, the Company merged with a wholly owned subsidiary of Beacon Holding Inc. Therefore, pursuant to the Company's undertaking contained in the Registration Statement, this Post-Effective Amendment No. 1 to the Registration Statement is being filed for the purpose of deregistering all shares of Common Stock that remain unsold under the Registration Statement.

SIGNATURE

Pursuant to Rule 478 under the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Westborough, the Commonwealth of Massachusetts on October 4, 2011.

BJS WHOLESALE CLUB, INC.

By: s/ Laura J. Sen  
Laura J. Sen

Chief Executive Officer