

Edgar Filing: BJS WHOLESALE CLUB INC - Form S-8

BJS WHOLESALE CLUB INC  
 Form S-8  
 June 26, 2002

As filed with the Securities and Exchange Commission on June 26, 2002

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

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)

Delaware  
 (State or Other Jurisdiction of  
 Incorporation or Organization)

04-3360747  
 (I.R.S. Employer  
 Identification Number)

One Mercer Road, Natick, Massachusetts  
 (Address of Principal Executive Offices)

01760  
 (Zip Code)

1997 STOCK INCENTIVE PLAN, AS AMENDED  
 (Full Title of the Plan)

John J. Nugent, President and Chief Executive Officer  
 BJ's Wholesale Club, Inc.  
 One Mercer Road  
 Natick, Massachusetts 01760  
 (Name and Address of Agent for Service)

(508) 651-7400  
 (Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value       | 2,000,000 shares        | \$40.41 (1)                               | \$80,820,000 (1)                          | \$7,435                    |

(1) Estimated solely for the purpose of calculating the registration fee, and based upon the average of the high and low prices of the Registrant's Common Stock as reported by the New York Stock Exchange on June 25, 2002, in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933, as amended.

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PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I is included in documents sent or given to participants in the Registrant's 1997 Stock Incentive Plan, as amended, pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Statement of Incorporation by Reference

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, File Nos. 333-31015 and 333-79881, filed by the Registrant on July 10, 1997 and June 3, 1999, respectively, relating to the Registrant's 1997 Stock Incentive Plan, as amended.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Natick, Massachusetts on June 26, 2002.

BJ'S WHOLESALE CLUB, INC.

By: /s/ JOHN J. NUGENT

-----  
John J. Nugent  
President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of BJ's Wholesale Club, Inc., hereby severally constitute John J. Nugent, Frank D. Forward, Arthur T. Silk, Jr. and Sarah M. Gallivan, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable BJ's Wholesale Club, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

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Pursuant to the requirements of the Securities Act, this Registration

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Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature<br>-----  | Title<br>-----   | Date<br>----- |
|---|--|---------------|
| /s/ JOHN J. NUGENT<br>-----<br>John J. Nugent             | President, Chief Executive<br>Officer and Director<br>(Principal Executive Officer)                        | June 26, 2002 |
| /s/ FRANK D. FORWARD<br>-----<br>Frank D. Forward         | Executive Vice President and<br>Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) | June 26, 2002 |
| /s/ HERBERT J. ZARKIN<br>-----<br>Herbert J. Zarkin       | Chairman of the Board of<br>Directors  | June 26, 2002 |
| /s/ S. JAMES COPPERSMITH<br>-----<br>S. James Coppersmith | Director   | June 26, 2002 |
| /s/ RONALD R. DION<br>-----<br>Ronald R. Dion             | Director   | June 26, 2002 |
| /s/ KERRY L. HAMILTON<br>-----<br>Kerry L. Hamilton       | Director   | June 26, 2002 |
| /s/ BERT N. MITCHELL<br>-----<br>Bert N. Mitchell         | Director   | June 26, 2002 |
| /s/ THOMAS J. SHIELDS<br>-----<br>Thomas J. Shields       | Director   | June 26, 2002 |
| /s/ LORNE R. WAXLAX<br>-----<br>Lorne R. Waxlax           | Director   | June 26, 2002 |
| /s/ EDWARD J. WEISBERGER<br>-----<br>Edward J. Weisberger | Director   | June 26, 2002 |

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| Exhibit<br>Number<br>----- | Description<br>-----   |
|----------------------------|--|
| 4.1                        | Specimen Certificate of Common Stock, \$0.01 par value per share, of the Registrant is incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-25511)   |
| 4.2                        | Amended and Restated Certificate of Incorporation of the Registrant is incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-31015)   |
| 4.3                        | Amended and Restated By-Laws of the Registrant is incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, dated April 7, 1999 (File No. 001-13143)   |
| 4.4                        | Rights Agreement, dated as of July 10, 1997, between the Registrant and First Chicago Trust Company of New York is incorporated herein by reference to Exhibit 1 to the Registrant's Registration Statement on Form 8-A, dated July 10, 1997 (File No. 001-13143)  |
| 4.5                        | Amendment No. 1 to Rights Agreement, dated as of February 4, 1999, by and between the Registrant and First Chicago Trust Company of New York is incorporated herein by reference to Exhibit 2 to the Company's Amendment No. 1 to Registration Statement on Form 8-A/A, dated March 5, 1999 (File No. 001-13143) |
| 5                          | Opinion of Hale and Dorr LLP   |
| 23.1                       | Consent of Hale and Dorr LLP (included in Exhibit 5)   |
| 23.2                       | Consent of PricewaterhouseCoopers LLP  |
| 24                         | Power of Attorney (included in the signature pages of this Registration Statement)   |